

1044b UIC - EAST POPLAR OIL FIELD

ENFORCEMENT CASE SDWA 1431

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Region 8



13633

UNITED STATES COURT OF APPEALS FOR THE SECOND CIRCUIT

☐ APPLICATION FOR ENFORCEMENT

☒ PETITION FOR REVIEW

PRE-ARGUMENT STATEMENT

SEE NOTICE ON REVERSE. PLEASE TYPE OR PRINT. ATTACH ADDITIONAL PAGES IF NECESSARY.

NAME OF AGENCY: U.S. Environmental Protection Agency AGENCY DOCKET NO.: SDWA-8-99-68

TITLE IN FULL:
W.R. Grace & Co. v. U.S. Environmental Protection Agency

ORDER NUMBER: EPA Docket No. SDWA-8-99-68 DATE ENTERED: Nov. 5, 1999
APPROXIMATE NO. OF PAGES IN RECORD: 3,300 NO. OF EXHIBITS: _____
JURISDICTION OF COURT OF APPEALS: Safe Drinking Water Act USCA 42 USC §300j-7

HAS THIS MATTER BEEN BEFORE THIS COURT PREVIOUSLY? ☒ Yes ☐ No IF YES, STATE:
CASE NAME: _____ CITATION: _____ DOCKET NO.: _____

ATTORNEY(S) FOR PETITIONER(S): Christopher Marraro and David Dorsen
Wallace King Marraro & Branson NAME
1050 Thomas Jefferson Street, WDC 20007 (202) 204-1000
ADDRESS TELEPHONE
ATTORNEYS FOR RESPONDENT(S): James Eppers - U.S. EPA (303) 312-6893
Office of Regional Counsel NAME
999 18th Street, Ste. 500, Denver, CO 80202-2466 ADDRESS TELEPHONE
Christopher Vaden, Environmental Defense Section (202) 514-443
US Dept. of Justice, PO Box 23986, WDC 20026-3986 ADDRESS TELEPHONE
APPEAL TAKEN: ☒ AS OF RIGHT ☐ BY DISCRETION (SPECIFY STATUTES UNDER WHICH APPEAL IS TAKEN): 42 USCA 300j-7
PETITIONER/APPLICANT IS ☐ AGENCY ☒ OTHER PARTY ☐ NON-PARTY. SPECIFY STANDING: _____

FACTS UPON WHICH VENUE IS BASED: Attachment A

NATURE OF ORDER ON WHICH REVIEW OR ENFORCEMENT IS SOUGHT:

☐ ADMINISTRATIVE REGULATION/RULEMAKING ☐ BENEFITS REVIEW ☐ UNFAIR LABOR PRACTICE:
☐ ROUTES: _____ HEALTH & SAFETY _____ EMPLOYER
_____ IMMIGRATION _____ UNION
_____ COMMERCE _____ TARIFFS
☒ OTHER: (SPECIFY) EPA Order issued to W.R. Grace & Co. under the Safe Drinking Water Act, 42 U.S.C. §300i

CONCISE DESCRIPTION OF PROCEEDINGS BELOW AND ORDER TO BE REVIEWED OR ENFORCED (NOTE THOSE PARTS OF THE ORDER FROM WHICH RELIEF IS SOUGHT):
Attachment B

ISSUES PROPOSED TO BE RAISE ON PETITION OR APPLICATION:
RELIEF SOUGHT: Attachment C

TO YOUR KNOWLEDGE, IS THERE ANY CASE NOW PENDING OR ABOUT TO BE BROUGHT BEFORE THIS COURT OR ANY OTHER COURT OR ADMINISTRATIVE AGENCY WHICH:

(A) ARISES FROM SUBSTANTIALLY THE SAME CASE OR CONTROVERSY AS THIS APPEAL? ☒ YES ☐ NO

(B) INVOLVES AN ISSUE SUBSTANTIALLY THE SAME, SIMILAR, OR RELATED TO AN ISSUE IN THIS APPEAL? ☐ YES ☐ NO

(IF YES, STATE WHETHER "A" OR "B" OR BOTH AND PROVIDE:

DOCKET: 99-5662 CASE NAME: W.R. Grace & Co. v. U.S. Environmental Protection Agency
COURT OR AGENCY: US Court of Appeals CITATION: _____ NUMBER: _____
for the Third Circuit

FOR PETITIONER OR APPLICANT:

W.R. Grace & Co. Christopher H. Marraro (202) 204-3720
(PRINT) NAME OF PETITIONER NAME OF COUNSEL OF RECORD TELEPHONE
James 31, 2000 Christopher H. Marraro
DATE SIGNATURE OF COUNSEL OF RECORD

Attachment A

On November 5, 1999, the U.S. Environmental Protection Agency ("EPA") issued an Order to W.R. Grace & Co.-Conn. ("Grace") under Section 1431 of the Public Health Service Act, as amended by the Safe Drinking Water Act ("SDWA"), 42 U.S.C. § 300i. Grace, a Connecticut corporation, resides in this judicial circuit and is directly affected by EPA's Order. Venue is proper pursuant to the "Judicial Review" provisions of the SDWA, 42. U.S.C. § 300-j-7.

Attachment B

On November 5, 1999, EPA issued a unilateral order to Grace and others pursuant to the "Emergency Powers" section of the SDWA, 42 U.S.C. § 300i. The Order requires Grace and others to prepare and submit burdensome information regarding Grace's prior operations, geologic and hydrogeologic field information and to provide an alternative drinking water source to numerous households. Grace challenges paragraphs VI A.-E. of the Order.

Attachment C

Grace expects to raise the following issues, among others, on appeal:

1. Did the U.S. EPA err in determining that the investigation and fact finding requirements of the Order were necessary to abate an alleged imminent and substantial endangerment to health?
2. Did the U.S. EPA err in ordering Grace to provide an alternative water supply in the absence of any record evidence that Grace caused or contributed to the alleged endangerment?
3. Does the U.S. EPA's actions in issuing the Order to Grace constitute arbitrary and capricious action?

GUIDELINES FOR CONDUCT OF
PRE-ARGUMENT CONFERENCE
UNDER THE
CIVIL APPEALS MANAGEMENT PLAN

The conference is held by Staff Counsel with attorneys for the parties under Rule 5 of the Civil Appeals Management Plan, Rules of the Second Circuit Court of Appeals, Appendix, Part C.

1. Purposes

The purposes are to consider the possibility of settlement, simplification of the issues, and any other matters which may aid in the processing and disposition of the appeal. Experience shows that preliminary review of the issues by the parties with Staff Counsel often leads to a realistic and less partisan view of the chances of success, resulting in settlement or withdrawal of some appeals or particular issues.

With a view to enabling the parties to resolve issues, Staff Counsel, after hearing counsel, is ordinarily expected to give them the benefit of his views of the merits or other aspects of the appeal.

2. Authority

The success of the conference depends on the attorneys treating it as a serious and non-perfunctory procedure which can often save time and expense for the parties. All sides should be thoroughly prepared to discuss in depth the alleged errors and the reasons for their positions. Attorneys should obtain advance authority from their clients to make such commitments as may reasonably be anticipated.

3. Good Faith and Non-Coerciveness

The parties are obligated to participate in good faith with a view to resolving differences as to the merits and the issues. This process requires each attorney, no matter how strong his or her views, to exercise a degree of objectivity, patience and cooperation that will permit him or her to make a decision based on reason. In this process the staff counsel, who provides objective expertise in a forum for appraisal of the merits and expedition of each appeal, is entitled to their respect and his or her views should be carefully considered. Those views, however, are the Staff Counsel's own and not those of the Court, with which he or she does not communicate about a case. If, after this procedure, attorneys believe in good conscience that they cannot reach an agreement, they are not under any compulsion to do so.

4. Confidentiality

All matters discussed at a conference, including the views of

Staff Counsel as to the merits, are confidential and not communicated to any member of the court. Likewise parties are prohibited from advising members of the court or any unauthorized third parties of discussions or action taken at the conference. In re Lake Utopia Paper Limited, 608 F.2d 928 (2d Cir. 1979). Thus the court never knows what transpired at the conference.

5. Presence of Clients

Ordinarily attorneys are expected to attend the conference without their clients. However, with the permission of Staff Counsel, clients may attend with their attorneys. In the limited number of cases where Staff Counsel reasonably believes that the presence of a client might be helpful he may request -- or in exceptional circumstances, require -- an attorney to have his client attend that conference with him. Staff Counsel does not talk with clients outside of the presence of their attorneys.

6. Conferences by Telephone or at Distant Locations

Where considerable distances or other substantial reasons warrant, Staff Counsel may in appropriate cases conduct arranged telephonic conferences. Where a sufficient number of cases can be accumulated and judicial efficiency and economy permit, Staff Counsel may also hold conferences within the Circuit, at locations other than Foley Square, New York City.

These provisions are designed to accommodate parties whose attorneys would otherwise be seriously inconvenienced by being forced to travel long distances or for other reasons.

7. Scheduling Orders

In the interest of obtaining prompt resolution of appeals, most scheduling orders in the Second Circuit are somewhat tighter than the schedules provided for in the Federal Rules of Appellate Procedure. See FRAP 31(a).

8. Grievances

Any grievances as to the handling of any case under the CAMP program should be addressed to the Circuit Executive, *Karen Milton*, Room 2904, who will hold them confidential on behalf of the Circuit Court of Appeals unless release is authorized by the complainant.

RULES OF THE UNITED STATES COURT OF APPEALS FOR THE 2ND CIRCUIT
supplementing
Federal Rules of Appellate Procedure

INSTRUCTIONS

Form of Motion and Supporting Papers for Motions and Opposition Statements

- (1) The moving party should submit the Motion Information Form in the format approved by the Court with such changes as the Chief Judge may from time to time direct.
- (2) Supporting Papers for Motions and Opposition Statements:
 - (a) All motions should be accompanied by an affidavit containing factual information only.
 - (b) Motions may not exceed 20 typewritten double-spaced 8-1/2 x 11 pages except by permission of the court.
 - (c) Copy of lower court or agency decision must be included as a separately identified exhibit by a moving party seeking substantive relief.
 - (d) Exhibits attached should be only those necessary for the determination of the motion.
- (3) Number of copies: **FOUR** copies shall be filed with the original.
- (4) Non-compliance Sanctions: If the moving party has not complied with this rule, the motion may be dismissed by the Clerk without prejudice to renew upon proper papers. If application is promptly made, the action of the Clerk may be reviewed by a single Judge. If the responding party fails to comply with this rule, the court may refuse to hear that party at oral argument. The court may impose costs and an appropriate fine against either party for failure to comply with this rule.

MOTION INFORMATION FORM

UNITED STATES COURT OF APPEALS FOR THE SECOND CIRCUIT

W.R. Grace & Co.- Conn.

V.

U.S. Environmental Protection Agency

DOCKET NO. 99-4223

Attorney(s) for Petitioner

Office & Post Office Address & Telephone Number

Christopher H. Marraro
Wallace King Marraro & Branson, PLLC
1050 Thomas Jefferson Street, NW
5th Floor
Washington, DC 20007
(202) 204-1000

170 508-196
Kee. Info.
508-196
Doc. #316229
on 12-9-99

From:
Ken Lund, representing Grace

ASSIGNMENT AND BILL OF SALE

STATE OF MONTANA)
COUNTY OF ROOSEVELT)

KNOW ALL MEN BY THESE PRESENTS:

That GRACE PETROLEUM CORPORATION, whose address is 6501 North Broadway, Oklahoma City, Oklahoma 73116, hereinafter referred to as "Assignor", for and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and for the mutual covenants herein contained, does hereby grant unto MURPHY OIL USA, INC., 200 Peach St., El Dorado, Arkansas 71730, its successors and assigns, hereinafter called "Assignee", with only the limited warranty of title hereinafter provided and subject to all the matters hereinafter set forth, all of Assignor's right, title and interest in and to the oil and gas leases described on the attached Exhibit "A", made a part hereof, along with all orders, contracts, benefits and burdens of whatsoever kind or character to which the leases may be subject, regardless of whether the same are recorded, and which will be assumed by Assignee from and after the Effective Date.

Assignor also hereby grants unto Assignee, Assignee's successors and assigns, all of Assignor's right, title and interest in and to the wells listed on the attached Exhibit "B", made a part hereof, together with Assignor's right, title and interest in and to all material and equipment in and on said wells, and that material and equipment used in conjunction with such wells, which is described on Exhibit "B". Assignor's interest in such material and equipment are accepted by Assignee without warranty of title express or implied (except that Assignor represents that it has the right to sell its interest in such wells, materials and equipment and that Assignor's interest therein is free of liens) and without warranty of MERCHANTABILITY OR CONDITION OR FITNESS FOR A PARTICULAR PURPOSE. Assignee has inspected such material and equipment and accepts same on an AS IS, WHERE IS BASIS.

Certain working or expense interests, and revenue interests, (net share of production after deducting burdens or production) in each well and lease

or spacing unit for each well and attributable to Assignor are shown on Exhibit "B". Assignor believes but does not represent or warrant that the interests shown are correct and that it bears operating expenses and receives revenues on that basis. Assignor further believes but does not represent or warrant that there are no agreements, whether of record or not, that may increase such working interests or decrease such revenue interests in the wells listed.

There is also attached as Exhibit "C" and made a part hereof a list of agreements to which each lease herein assigned is subject. Assignor believes but does not represent or warrant that to the best of its knowledge, such list is correct and complete.

THIS Assignment and Bill of Sale is made subject to the covenants, exceptions, reservations and conditions hereinafter set forth:

1. This Assignment and Bill of Sale is made by Assignor and accepted by Assignee without representation of or warranty of title either express or implied, except that Assignor warrants title against persons claiming by, through or under it, but not otherwise.
2. Assignee by these presents assumes and agrees fully to perform all of the express and implied covenants and conditions under the terms of the leases described in Exhibit "A" hereof, together with all orders, contracts and burdens of whatsoever kind to which said leases may be subject, from and after the Effective Date hereof.
3. Assignor shall remain responsible for any losses, damages or liabilities with respect to the wells and leases and the operation thereof and taxes, the payment of royalties and any other matter pertaining to such leases and operations which have occurred, accrued or are existing on the Effective Date including, but not limited to, the litigation matter referred to below and Assignee shall be responsible for any losses, damages or liabilities which occur or arise after the Effective Date including the obligation to properly plug and abandon all wells listed on Exhibit "B".
4. Ad Valorem taxes on the leasehold and personal property taxes, if any, assessed and levied during 1986 shall be prorated between Assignor and Assignee based upon the Effective Date hereof. Each party shall be responsible for payment of net proceeds and other taxes on production which it received in 1986 and in prior years, even though some or all of said taxes may be payable in subsequent years.
5. Promptly after the closing of this transaction, Assignor will furnish to Assignee all lease, title, operating agreement, other contract, division order, geological, production, seismic and other files and data that it has which specifically pertain to the leases and wells hereby assigned. Assignor agrees to assist in having Assignee replace Assignor as Operator of wells which Assignor operates.
6. The stock tanks shall be gauged as of 7:00 a.m. on the Effective Date hereof and oil and/or gas produced thereafter shall be the property of the Assignee. Production prior to the Effective Date

hereof will remain the property of Assignor, and Assignee will be expected to submit payment to Assignor for any merchantable oil in the tanks on the Effective Date hereof.

7. Neither Assignor nor Assignee shall be liable for any brokers', consultants', or finders' fees or commissions incurred by the other with respect to this transaction or the sale of the properties covered hereby.
8. Assignor believes but does not represent or warrant that: (1) the interest of Assignor in any of the wells in which Assignor's interest is hereby assigned has not overproduced the allowable production therefor so as to be subject to being required to curtail future production by reason thereof, (2) no party owning an interest in any well in which the interest of Assignor is transferred hereby has any right to make up out-of-balance production from the interest of Assignor sold hereby, either out of future production or in cash, (3) the interest of Assignor in any of the properties which are transferred hereby is not subject to any existing or potential refund obligation under NGPA or any order, rule or regulation of FERC, (4) except for the litigation referenced below, the interest of Assignor in any of the properties transferred hereby is not involved in any litigation, and no such litigation is threatened, (5) no person has a preferential right to purchase the leasehold interests hereby assigned, (6) no third person has a right to purchase the liquid hydrocarbons produced from or allocated to the leasehold interests hereby assigned, and (7) all royalties and other lease payments have been made on a current basis except that Assignor is holding certain monies in suspense. Assignor shall inform Assignee fully concerning such suspense items, including the amounts and the reason they are suspended. Assignor shall be responsible for the proper payment of any such monies and shall indemnify and hold Assignee harmless from any loss with respect thereto.
9. Assignee will assist Assignor in asserting, on behalf of Assignor, the operator's lien contained within the operating agreements covering the properties in which Assignor's interests are hereby assigned, to secure payment to Assignor of any monies which may be owed by nonoperators to Assignor for taxes due the State of Montana, or political subdivisions thereof, for periods prior to the closing hereof. It is also understood that Assignor has overpaid royalty to the MMS on the Iron Bear Well in the amount of \$24,600.36 and that the MMS is allowing Assignor to recover this overpayment out of 50% of the 12 1/2% royalty due each month on production from the well. It is also understood that \$2,577.87 has been recouped leaving a balance of \$22,022.49 to be recovered. Assignee will after it commences handling royalty payments continue to recoup this overpayment and pass it on to Assignor so long as the MMS allows such a procedure.
10. Assignor agrees to bear and pay any damages which may be assessed against Assignor by reason of any alleged violation by Assignor prior to the date hereof of the Safe Water Drinking Act, 42 USC (§300b-2(b)), as alleged in Civil Action No. CV-86-003-GF in the United States District Court for the District of Montana, Great Falls Division, "United States of America v. Grace Petroleum Corporation".
11. As part of the consideration of the execution and delivery of this instrument by Assignor, Assignee agrees to all of the terms and provisions and joins in the execution hereof as evidence of such agreement.

This Assignment and Bill of Sale is made with full substitution and subrogation of Assignee in and to all covenants and warranties by others

heretofore given or made in respect to the property covered hereby or any part thereof insofar as such covenants and warranties extend beyond the "Effective Date".

This instrument may be executed in any number of counterparts, each of which shall be considered as an original and taken together they will constitute one instrument.

EXECUTED this _____ day of August, 1986, but effective the 1st day of July, 1986 ("Effective Date").

ASSIGNOR:

ATTEST:

GRACE PETROLEUM CORPORATION

By: _____

Wesley E. Myers
Vice President

ASSIGNEE:

MURPHY OIL USA, INC.

By: _____

Alvin W. Simpson
Attorney-in-Fact



STATE OF OKLAHOMA)

) SS.

COUNTY OF _____)

On this _____ day of _____, in the year _____, before me _____, the undersigned officer, personally appeared _____ and _____ known to me to be the Vice President and _____ Secretary of the corporation that executed the within instrument and acknowledged to me that such corporation executed the same.

Notary Public

My Commission Expires: _____

STATE OF ARKANSAS)

) SS.

COUNTY OF UNION)

On this _____ day of _____, in the year _____, before me, _____, the undersigned officer, personally appeared _____, known to me to be the person whose name is subscribed as Attorney-in-Fact for Murphy Oil USA, Inc., and acknowledged that he executed the same as the act of his principal for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Notary Public

My Commission Expires: _____

heretofore given or made in respect to the property covered hereby, or any part thereof insofar as such covenants and warranties extend beyond the "Effective Date".

This instrument may be executed in any number of counterparts, each of which shall be considered as an original and taken together they will constitute one instrument.

EXECUTED this 20th day of August, 1986, but effective the 1st day of July, 1986 ("Effective Date").

ASSIGNOR:

ATTEST:

[Signature]
ASSISTANT SECRETARY

GRACE PETROLEUM CORPORATION

By: [Signature]
Wesley E. Myers
Vice President

ASSIGNEE:

MURPHY OIL USA, INC.

By: [Signature]
Alvin W. Simpson
Attorney-in-Fact

STATE OF OKLAHOMA)
COUNTY OF Adair) SS.

On this 20th day of August, in the year 1986, before me Corrie M. Chino, the undersigned officer, personally appeared Wesley E. Myers and Alvin W. Simpson, known to me to be the Vice President and Assistant Secretary of the corporation that executed the within instrument and acknowledged to me that such corporation executed the same.

Corrie M. Chino
Notary Public

My Commission Expires:
My commission expires March 22, 1989

STATE OF ARKANSAS)
COUNTY OF UNION) SS.

On this 20th day of August, in the year 1986, before me, James L. Hunt, the undersigned officer, personally appeared Alvin W. Simpson, known to me to be the person whose name is subscribed as Attorney-in-Fact for Murphy Oil USA, Inc., and acknowledged that he executed the same as the act of his principal for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

James L. Hunt
Notary Public

My Commission Expires:
1/6/90

EXHIBIT "A"

Attached to and made a part of that certain Assignment and Bill of Sale dated July 1, 1986, between GRACE PETROLEUM CORPORATION, as Assignor, and MURPHY OIL USA, INC., as Assignee.

Lease Number: 40247-AA
Lessor: BIA 14-20-256-395
Lessee: Richfield Oil Corporation
Dated: December 2, 1954
Effective: April 11, 1955
Recording: Book 172, Page 291
Description: Township 29 North, Range 51 East MPM
Section 7: Lots 1 and 2, E/2 NW/4

Lease Number: 40248-AA
Lessor: Albert Huber
Lessee: C. C. Thomas
Dated: December 4, 1951
Recording: Book 122, Page 494
Description: Township 28 North, Range 51 East MPM
Section 10: NE/4

Lease Number: 40249-AA
Lessor: BIA 14-20-256-595
Lessee: Richfield Oil Corporation
Dated: February 15, 1954
Effective: April 2, 1954
Recording: Book 160, Page 76
Description: Township 29 North, Range 50 East MPM
Section 12: E/2 NE/4

Lease Number: 40253-AA
Lessor: BIA 14-20-C56-2442
Lessee: Tripoli, Inc.
Dated: February 15, 1965
Effective: June 16, 1965
Recording: Book 296, Page 186
Description: Township 29 North, Range 50 East MPM
Section 12: NW/4, W/2 NE/4

Lease Number: 40254-AA
Lessor: BIA 14-20-C56-2439
Lessee: Tripoli, Inc.
Dated: February 15, 1965
Effective: June 29, 1965
Recording: Book 296, Page 174
Description: Township 29 North, Range 50 East MPM
Section 2: E/2 SE/4
Section 11: E/2 NE/4, N/2 SE/4, SW/4 SE/4

Lease Number: 40263-AA
Lessor: Grace M. and James W. McAnally
Lessee: The Polumbus Corporation
Dated: February 9, 1974
Recording: Book 336, Page 365
Description: Township 29 North, Range 50 East MPM
Section 3: SW/4, NW/4 SE/4
Section 4: SE/4 SE/4
Section 9: NE/4 NE/4, SE/4
Section 10: SW/4, NE/4 NW/4, NW/4 NE/4

Lease Number: 40263-AB
Lessor: Mabel A. and Maxwell Reid
Lessee: The Polumbus Corporation
Dated: February 9, 1974
Recording: Book 336, Page 367
Description: Township 29 North, Range 50 East MPM
Section 3: SW/4, NW/4 SE/4
Section 4: SE/4 SE/4
Section 9: NE/4 NE/4, SE/4
Section 10: SW/4, NE/4 NW/4, NW/4 NE/4

EXHIBIT "A"

Attached to and made a part of that certain Assignment and Bill of Sale dated July 1, 1986, between GRACE PETROLEUM CORPORATION, as Assignor, and MURPHY OIL USA, INC., as Assignee.

Lease Number: 40263-AC
 Lessor: Mary E. and John Kohl
 Lessee: The Polumbus Corporation
 Dated: February 9, 1974
 Recording: Book 336, Page 369
 Description: Township 29 North, Range 50 East MPM
 Section 3: SW/4, NW/4 SE/4
 Section 4: SE/4 SE/4
 Section 9: NE/4 NE/4, SE/4
 Section 10: SW/4, NE/4 NW/4, NW/4 NE/4

Lease Number: 40263-AE
 Lessor: Francis W. McGowan
 Lessee: The Polumbus Corporation
 Dated: February 8, 1974
 Recording: Book 336, Page 373
 Description: Township 29 North, Range 50 East MPM
 Section 2: Lots 3, 4, S/2 NW/4
 Section 3: Lots 1, 2, SE/4 NE/4, SW/4, NW/4 SE/4
 Section 4: SE/4 SE/4
 Section 9: NE/4 NE/4, SE/4
 Section 10: NW/4 NE/4, NE/4 NW/4, SW/4
 Section 14: S/2 SW/4
 Section 23: N/2 NW/4, NE/4, S/2 NW/4

Lease Number: 40263-AF
 Lessor: Joseph R. and Irene S. McGowan
 Lessee: The Polumbus Corporation
 Dated: February 9, 1974
 Recording: Book 336, Page 375
 Description: Township 29 North, Range 50 East MPM
 Section 2: Lots 3, 4, S/2 NW/4
 Section 3: Lots 1, 2, SE/4 NE/4, SW/4, NW/4 SE/4
 Section 4: SE/4 SE/4
 Section 9: NE/4 NE/4, SE/4
 Section 10: NW/4 NE/4, NE/4 NW/4, SW/4
 Section 14: S/2 SW/4
 Section 23: N/2 NW/4

Lease Number: 40264-AG
 Lessor: Charles P. and Velma R. Wood
 Lessee: Grace Petroleum Corporation
 Dated: January 15, 1985
 Recording: Book 485, Page 45
 Description: Township 29 North, Range 50 East MPM
 Section 8: N/2 NE/4

Lease Number: 40264-AH
 Lessor: Harmon R. and Charlotte Figg
 Lessee: Grace Petroleum Corporation
 Dated: January 15, 1985
 Recording: Book 485, Page 43
 Description: Township 29 North, Range 50 East MPM
 Section 8: N/2 NE/4

Lease Number: 40264-AI
 Lessor: Elizabeth Ann McAnally Kelsey
 Lessee: Grace Petroleum Corporation
 Dated: February 6, 1985
 Recording: Book 485, Page 494
 Description: Township 29 North, Range 50 East MPM
 Section 8: N/2 NE/4

EXHIBIT "A"

Attached to and made a part of that certain Assignment and Bill of Sale dated July 1, 1986, between GRACE PETROLEUM CORPORATION, as Assignor, and MURPHY OIL USA, INC., as Assignee.

26856

Lease Number: 40265-AA
 Lessor: Harold E. and Wilma G. Iverson, Mabel S. Iverson
 Lessee: The Polumbus Corporation
 Dated: February 11, 1974
 Recording: Book 336, Page 381
 Description: Township 29 North, Range 50 East MPM
 NW 1/4: Section 4: Lot 3

LONG CREEK 1-32
 Township 30 North, Range 50 East MPM

Section 32: S/2 NE/4
 Section 33: (SW/4 NW/4, SW/4) NE/4 PAFK PLATE
 TRK PLATE Section 34: NW/4

26857

Lease Number: 40266-AA
 Lessor: Harold E. and Wilma G. Iverson
 Lessee: The Polumbus Corporation
 Dated: February 11, 1974
 Recording: Book 336, Page 383
 Description: Township 29 North, Range 50 East MPM
 NW 1/4: Section 5: Lot 2, SW/4 NE/4

LONG CREEK 3-23
 LONG CREEK 1-32

Township 30 North, Range 50 East MPM

Section 32: S/2 SE/4, NE/4 SW/4 long Creek 2-32

26858
(26857)

Lease Number: 40266-AB
 Lessor: E. J. Lander & Co.
 Lessee: The Polumbus Corporation
 Dated: February 28, 1974
 Recording: Book 336, Page 385
 Description: Township 29 North, Range 50 East MPM
 NW 1/4: Section 5: Lot 2, SW/4 NE/4

LONG CREEK 3-22

Township 30 North, Range 50 East MPM

Section 32: S/2 SE/4

26859

Lease Number: 40268-AA
 Lessor: Edith M. Richards, Patricia G. Beck and Gail Alax
 Lessee: The Polumbus Corporation
 Dated: February 12, 1974
 Recording: Book 336, Page 395
 Description: Township 29 North, Range 50 East MPM
 RICHARDS 2-1 Section 2: SW/4
 RICHARDS 3-1 Section 3: E/2 SE/4
 Section 10: SE/4 NE/4
 Section 11: SW/4 NW/4

LONG CREEK 3-22

Murphy 25%

26860
(26859)

Lease Number: 40268-AB
 Lessor: Harold Hunt
 Lessee: The Polumbus Corporation
 Dated: February 12, 1974
 Recording: Book 336, Page 397
 Description: Township 29 North, Range 50 East MPM
 RICHARDS 2-1 Section 2: SW/4
 RICHARDS 3-1 Section 3: E/2 SE/4
 Section 10: SE/4 NE/4
 Section 11: SW/4 NW/4

Murphy 25%

EXHIBIT "A"

Attached to and made a part of that certain Assignment and Bill of Sale dated July 1, 1986, between GRACE PETROLEUM CORPORATION, as Assignor, and MURPHY OIL USA, INC., as Assignee.

Lease Number: 40268-AC
Lessor: Carolyn L. Thompson
Lessee: The Polumbus Corporation
Dated: April 5, 1974
Recording: Book 336, Page 399
Description: Township 29 North, Range 50 East MPM
Section 2: SW/4
Section 3: E/2 SE/4
Section 10: SE/4 NE/4
Section 11: SW/4 NW/4

Lease Number: 40268-AD
Lessor: The Montana Conference Association of Seventh Day Adventists
Lessee: The Polumbus Corporation
Dated: February 28, 1974
Recording: Book 336, Page 401
Description: Township 29 North, Range 50 East MPM
Section 2: SW/4
Section 3: E/2 SE/4
Section 10: SE/4 NE/4
Section 11: SW/4 NW/4

Lease Number: 40268-AE
Lessor: Melvin A. Brown
Lessee: The Polumbus Corporation
Dated: April 11, 1974
Recording: Book 336, Page 403
Description: Township 29 North, Range 50 East MPM
Section 2: SW/4
Section 3: E/2 SE/4
Section 10: SE/4 NE/4
Section 11: SW/4 NW/4

Lease Number: 40268-AF
Lessor: Joseph Homan, Trustee
Lessee: The Polumbus Corporation
Dated: April 11, 1974
Recording: Book 336, Page 405
Description: Township 29 North, Range 50 East MPM
Section 2: SW/4
Section 3: E/2 SE/4
Section 10: SE/4 NE/4
Section 11: SW/4 NW/4

Lease Number: 40269-AA
Lessor: U. S. Cowan
Lessee: The Polumbus Corporation
Dated: May 8, 1974
Recording: Book 336, Page 407
Description: Township 29 North, Range 50 East MPM
Section 11: E/2 NW/4

Lease Number: 40269-AB
Lessor: Western Land and Minerals, Inc.
Lessee: The Polumbus Corporation
Dated: May 8, 1974
Recording: Book 336, Page 473
Description: Township 29 North, Range 50 East MPM
Section 11: E/2 NW/4

EXHIBIT "A"

Attached to and made a part of that certain Assignment and Bill of Sale dated July 1, 1986, between GRACE PETROLEUM CORPORATION, as Assignor, and MURPHY OIL USA, INC., as Assignee.

Lease Number: 40269-AC
Lessor: Anna D. Coulter
Lessee: Grace Petroleum Corporation
Dated: January 16, 1981
Recording: Easement
Description: Township 29 North, Range 50 East MPM
Section 11: A portion of the NW/4
(Access Agreement for the Cowan Western No. 1 Well)

Lease Number: 40270-AA
Lessor: The Zimmerman Company
Lessee: The Polumbus Corporation
Dated: May 20, 1974
Recording: Book 336, Page 409
Description: Township 29 North, Range 50 East MPM
Section 11: W/2 NE/4

Lease Number: 40271-AA
Lessor: BIA 14-20-0256-3706
Lessee: The Polumbus Corporation
Dated: August 1, 1974
Effective: October 22, 1974
Recording: Book 344, Page 136
Description: Township 29 North, Range 50 East MPM
Section 10: SE/4
Section 11: SW/4

Lease Number: 40271-AF
Lessor: Lois Yvonne Goings MacKenzie, Elaine Adeline Goings Armstrong, Louise Goings Arcasa, Jeanette Elizabeth Goings Hauser and Francis Louis Goings
Lessee: The Polumbus Corporation
Dated: April 2, 1975
Recording: Easement
Description: Township 29 North, Range 50 East MPM
Section 11: SE/4 SW/4

Lease Number: 40272-AA
Lessor: BIA 14-20-0256-3646
Lessee: The Polumbus Corporation
Dated: August 1, 1974
Effective: September 19, 1974
Recording: Book 344, Page 162
Description: Township 29 North, Range 50 East MPM
Section 4: N/2 SE/4, SW/4 SE/4
Section 10: NW/4 NW/4

Lease Number: 40273-AA
Lessor: BIA 14-20-0256-3705
Lessee: The Polumbus Corporation
Dated: August 1, 1974
Effective: October 22, 1974
Recording: Book 344, Page 168
Description: Township 29 North, Range 50 East MPM
Section 10: S/2 NW/4, SW/4 NE/4

Lease Number: 44138-AA
Lessor: BIA 14-20-0256-5846
Lessee: The Polumbus Corporation
Dated: September 10, 1981
Effective: January 26, 1982
Recording: Unrecorded
Description: Township 29 North, Range 49 East MPM
Section 10: SW/4 NE/4, E/2 NW/4, W/2 SE/4, NE/4 SE/4
Section 11: NW/4 SW/4, E/2 SW/4

*all of
last lease in
Pg. 2
need approval
to assign*

EXHIBIT "A"

Attached to and made a part of that certain Assignment and Bill of Sale dated July 1, 1986, between GRACE PETROLEUM CORPORATION, as Assignor, and MURPHY OIL USA, INC., as Assignee.

Lease Number: 44139-AA
 Lessor: BIA 14-20-0256-5847
 Lessee: Grace Petroleum Corporation
 Dated: September 10, 1981
 Effective: January 26, 1982
 Recording: Unrecorded
 Description: Township 29 North, Range 49 East MPN
 Section 20: N/2 NE/4, NE/4 NW/4

Lease Number: 44224-AA
 Lessor: BIA 14-20-0256-5804
 Lessee: Grace Petroleum Corporation
 Dated: March 27, 1981
 Recording: Unrecorded
 Description: Township 29 North, Range 50 East MPN
 Section 24: S/2 SE/4
 Section 25: NE/4

Lease Number: 44560-AA
 Lessor: BIA 14-20-0256-6772
 Lessee: Century Oil & Gas Corporation
 Dated: December 14, 1984
 Effective: December 19, 1984
 Recording: Book 502, Page 533
 Description: Township 29 North, Range 50 East MPN
 Section 4: S/2 SW/4
 Section 9: E/2 NW/4, NE/4 SW/4

Lease Number: 44580-AA
 Lessor: K. G. Enterprises, Inc.
 Lessee: Century Oil & Gas Corporation
 Dated: August 21, 1984
 Recording: Book 473, Page 351
 Description: Township 29 North, Range 50 East MPN
 Section 9: SE/4 NE/4, W/2 NE/4

Lease Number: 42758-AB
 Lessor: William G. Coulter and Earl Baker
 Lessee: Grace Petroleum Corporation
 Dated: January 16, 1981
 Recording: Easement
 Description: Township 29 North, Range 50 East MPN
 Portions of:
 Section 2: SE/4 SE/4
 Section 3: SE/4 SE/4
 Section 11: NW/4 NE/4
 Section 14: NW/4 NE/4

J/7 8/06/86

Lease Number: 40271-AF
 Lessor: BIA 14-20-0256-4012
 Lessee: The Columbus Corporation
 Dated: April 2, 1975
 Recording: Easement
 Description: Township 29 North, Range 50 East MPN
 Section 11: SE/4 SW/4

EXHIBIT "B"

Attached to and made a part of that certain Assignment and Bill of Sale dated July 1, 1986 between GRACE PETROLEUM CORPORATION, as Assignor, and MURPHY OIL USA, INC., as Assignee.

Quantity	Description
	Long Creek Fee #1-32 40771
1	Building, Engine House 14x14x9, Wood Frame, Corr Iron
2	Covered, Dirt Floor, Insulated
1	Building, Treater House, 11x12x8, Wood Frame, Corr Iron
2	Covered, Dirt Floor, Insulated
1	Casing, 9-5/8" OD, 40.00 Lb/Ft, GR-K-55 ERW or SMLS, ST&C
1	Pipe, Line CW API 5L-A25 3 in. SRL Std Blk PE
2	National Supply DCON 7475-39146
1	Pipe, CW Line, API 5L-A35, 2 in., RL Std Blk T&C
1	Pipe, Line 3 in PE Std Yellow Jacket
2	National Supply DCON 7475-39146
1	Tanks, 400 Bbl C-E Natco 12 ft. x 20 ft. closed top 1-piece
2	Fiberglass C/W cleanout w/cover theif hatch ladder lugs
3	Lifting lugs and connections installed
4	C-E Natco P.O. 551015
1	Tank, 400 Bbl, Type B w/stairkit, walkway, bolts & nuts
2	Pitt-Des Moines P.O. #3-551000 Inv. #53050-1
1	Valve, Gate 2-7/8" in EUE Bcd 2-9/16" FO 3,000 lb. WP Barton
2	Weight F/LDFA-301
3	National Supply DCON 7475-39146
1	Tubing, 2-7/8" 6.5 LB EUE R2 ERW
2	Superior Supply P.O. 551014
1	Casing, 5-1/2" OD 17.00 Lb/Ft, Gr L-80, ERW or SMLS
2	LT&C
1	Casing, 5-1/2" OD, 23.00 Lb/Ft, Gr L-80, ERW or SMLS
2	LT&C
1	Tubing 2-7/8" OD 6.5 LB J-55 SMLS
1	Controller, W-Hse 1373039G07 with Model 580 Syn-Com Motor
3	Saver, 3 W-Hse FH83 Htr Elements
3	Wesco P.O. 705900
1	Control, Motor, Westinghouse Style 1373D39G06, CL 11-276
1	Size 2
1	Motor, 50 HP Baldore 1125 RPM TEFC 404T Frame 440/796 Volt
2	S/N 2/84G
1	Heater-Treater 4'x20' BS&B Type S 25 lb. WP 350,000 BTU
2	Part #31-03-001-14 1/4" Vert Stl w/ladder insulated SN 9302
1	Head, Tubing Type SC 10 API-3000 x 6 API-3000 w/2 2"
2	IPSO 7" Bowl 6-5/16" Bore
3	McEvoy DCON 15249

EXHIBIT "B"

Attached to and made a part of that certain Assignment and Bill of Sale dated July 1, 1986 between GRACE PETROLEUM CORPORATION, as Assignor, and MURPHY OIL USA, INC., as Assignee.

Quantity	Description
<u>Long Creek Fee #1-32</u>	
1	Head, Casing Lowboy 9-5/8" 50" x 11" 3000 Lb W/2
2	2 in. LPSO
3	McEvoy DCON 14981
1	Rods, Sucker 1" x 25' Dover Norris Type 90 w/SLM Hole
2	Type T cplgs.
3	National Supply DCON 7475-39491
1	Rods, Sucker 7/8" x 25' Dover Norris Type 90 w/Full Size
2	Type T Cplgs
3	National Supply DCON 7475-39491
1	Rods, Sucker 3/4" x 25' Dover Norris Type 90 w/Full Size
2	Type T Cplgs
3	National Supply DCON 7475-39491
1	Unit, Pumping Lufkin C-4560-365-120 Series R-K SM28586-94011
2	B Cranks 48" 6D Sheave Base F/DP-80 SN R99008N-455850
1	Tank 400 Bbl 12 x 20 Type B 1/4 WS Cone Btm, SN 31364-19
1	Tank 400 Bbl 12' x 20' API Type B WS 1/4" SN 31364-18
1	Tank 400 Bbl 12' x 20' API Type B WS 1/4" SN 31364-18
1	Rods, Sucker 1" x 25'
2	Type T Cplgs
3	National Supply DCON 7475-39491
<u>Long Creek Fee #1-33</u> <i>40772</i>	
1	Casing, 5-1/2" OD, 17.00 Lb/Ft, Gr N-80, ERW or SMLS
2	LT&C
1	Casing, 5-1/2" OD, 20.00 Lb/Ft Gr N-80, ERW or SMLS
2	LT&C
1	Casing 8-5/8" OD SMLS J-55 T&C 24 Lb 8rd Short
1	Casing 5-1/2" OD 23 lb. L-80 SMLS R-3 ST&C
1	Casing 8-5/8" OD 24 lb. K-55 J&L EW ST&C R-3
1	Tubing 2-7/8" OD 6.5 lb. L-80 EUE 8rd
1	Tubing 2-7/8" OD 6.5 Lb L-80 EUE 8rd
1	Tbg, 2-7/8" OD 6.5# L-80 8rd EUE T&C
1	Tbg, 2-7/8" OD 6.5# L-80 8rd EUE T&C
1	Tbg, 2-7/8" OD 6.5# L-80 8rd EUE T&C

EXHIBIT "B"

Attached to and made a part of that certain Assignment and Bill of Sale dated July 1, 1986 between GRACE PETROLEUM CORPORATION, as Assignor, and MURPHY OIL USA, INC., as Assignee.

Quantity	Description
<u>Long Creek Fee #1-33</u>	
1	Tbg 2-7/8" OD 5.54 L-80 Brd
1	Casing, 5-1/2" OD 23# L-80 LT&C R-3
1	Control, Motor, MFR Westinghouse, Style 1373D39G06, CL
2	11-276, Size 2, 440/762 V, 60 Hz, Combination Oil Well
3	Pumping
1	Controller, Nena Size 3, Westinghouse Style 1373039G07
1	Motor, Electric, 50 HP General Electric YPE "XR", Model
2	SKR4405A3Y1P2 Frame 405-U, 1120 RPM, 3 Phase, 60 cycle
3	440 Volts, SN UR 295023
1	Pipe, Line CW API 5L-A25 2" RL Std Blk T&C
2	National Supply Co DCON 7475-44322
1	Pipe, Line CW API 5L-A25 2 In RL Std Blk T&C
2	National Supply DCON 7475-4456
1	Pipe, Line CW 2" API 5L-A25 RL Std Blk T&C
2	National Supply-DCON 7475-45362
1	Pipe, Line 3 in CW API 5L-A25 SRL Std Blk PE
2	National Supply DCON 7475-45363
1	Pipe, Line CW API 5L-A25 3 in RL Std Blk T&C
2	National Supply Co DCON 7475-46128
1	Pumping Unit Lufkin C-456N-365-120 Series HK CM 28586-941108
2	Cranks 48" in 6N Shaave Base for NP-80 Ajax Gas Engine Ser No.
3	M99723N-458558
1	Rods, Sucker 1" x 25' Dover Type 90 w/Slim Hole
2	Type T Cplgs & w/6 each 2-1/2" Patco Ryton Scrapers
3	National Supply Co DCON 7475-45156
1	Rods, Sucker 7/8" x 2K Ft Dover Type 90 w/Slim Hole Type T
2	Cplgs.
3	National Supply Co DCON 7475-45156
1	Rod, Sucker 3/4" x 25' Dover Type 90 w/Full Size Type
2	T Cplgs
3	National Supply Co DCON 7475-45156
1	Heater Treater, 6' x 15' Horiz. 50 PSI Asme Codes
2	Pittsburgh Des Moines Corp. P. O. 3-550908 SN 53025
1	Valve, Gate Assy 2-3M LP API 6A N-1
2	Armco Nat'l Supply DCON 7194-402
1	Tank, 400 Bbl Type B w/UB Ft. Walkway & Stairway Kit
2	Pittsburgh - Des Moines Corp PO 3550914A
3	SN 53026-01

EXHIBIT "B"

Attached to and made a part of that certain Assignment and Bill of Sale dated July 1, 1986 between GRACE PETROLEUM CORPORATION, as Assignor, and MURPHY OIL USA, INC., as Assignee.

Quantity	Description
<u>Long Creek Fee #1-33</u>	
1	Tank, 400 Bbl Type B w/18 ft. Walkway & Stairway Kit
2	Pittsburgh-Des Moines Corp. P. O. 3550914A
3	SN 53026-02
1	Tank, C-E Natco 12' x 20' 400 Bbl Fiberglass One Piece
2	Construction w/24" x 36" Cleanout 8" Round Base Lond
3	Pan Press-Vacuum Thief Hatchladder Lugs Lifting Lugs Conn.
4	Per Customer Requirements
5	Natco P. O. 3-350913-A
<u>Long Creek #2-32</u>	
1	Pipe, Line 2" C-500 Fiberglass 8205020800 CIBA Geigy
2	Superior Supply P. O. 551031
1	Casing, 5-1/2" OD, 20.00 Lb/Ft., Gr L-80, ERW or SMLS
2	LT&C
1	Casing, 9-5/8" OD, 40.00 Lb/Ft, Gr K-55, ERW or SMLS
2	Buttress
1	Casing 5-1/2" OD 23 lb. L-80 SMLS R-3 ST&C
1	Tubing, 2-7/8" OD, 6.50 Lb/Ft, Gr L-80, SMLS, 8rd, EUE
2	w/ABC Mod Cplg.
1	Pipe, 3", 216W 7.50 lb. Std SMLS A538 Line PE
1	Pipe, 3" CW Line API 5L-A25 Std LBK PE
1	Pipe, 3" CW Line API 5L-A25 RL Std Blk T&C
1	Pipe, 4" RL Std Blk T&C, CW Line, API 5L-A25
2	Armco National Supply Co., Inv. #7476-36111
2	Pipe, Line 2 In C-500 8205020800 CIBA Geigy FBGLS
2	Superior Supply P. O. 551028
1	Pipe, 4" PE Std
2	Armco National Supply Co. Invoice 7476-37692
1	Valve Assy Gate 2-9/16-3M UP Tbg N-1
2	National Supply Co. Inv #7194-1062 DCON
1	Generating Set, Onan Model 12.0 DJC-3CR, 12 KW, 120/240 Volt,
2	Single Phase, 60 Hertz, Equipped w/Weather protective housing
3	w/Automatic shutters, high temp cutoff, mounted muffler,
4	100 ft. remote wire, and AC instrument panel SN 810587142
5	Mechanical and Electrical Equipment PO #1-954384

EXHIBIT "B"

Attached to and made a part of that certain Assignment and Bill of Sale dated July 1, 1986 between GRACE PETROLEUM CORPORATION, as Assignor, and MURPHY OIL USA, INC., as Assignee.

Quantity	Description
	<u>Long Creek #3-33</u> 40775
1	Motor W-Hse 50 hp TEFC 405U 3PH 60 Hz. Oil Well Pumping Type
2	SN 8408
1	Treater, Heater 6' x 15'
2	Pittsburgh-Des Moines Corp P-04-705897-AF Inv. #54016-1
1	Tank, 400 Bbl w/Walkway & Stairway
2	Pittsburgh-Des Moines Corp P04-705897-AF Inv. #54016-1
1	Tubinghead, Type "SC", 10 API-3000 x 6 w/Two 2" LPSO,
2	7" Bowl, 6-5/16 Bore
3	McEvoy Inv #UX-34242, DCON
1	Valve, Ball WKM, 2" - 3000, 2" LP Inlet x Outlet
2	Stainless Steel, Nace WKM#2R310C4, Trim C9223-51
3	McEvoy Inv. #UX-34242, DCON
1	Tank, C-E Natco 12" DIA x 20' High 400 Bbl. Nominal Capacity
2	Fiberglass
3	C-E Natco PO #4-714467-A
2	Tubing, 2-7/8" OD 6.50 Lb C-75 EUE R2 SMLS CP&I
2	Chickasaw Distributors Inc. P. O. 701981
1	Casing, 5-1/2" OD, 17.00 Lb/Ft. GR K-55, ERW or SMLS
2	ST&C
1	Casing, 5-1/2" OD, 20.00 Lb/Ft, GR L-80, ERW or SMLS
2	LT&C
1	Casing, 9-5/8" OD 40# K-55 R-3 Butt T&C
2	Tubing, 2-7/8" OD, 6.50 Lb/Ft, Gr L-80, SMLS, 8rd, EUE
2	T&C
1	Tubing, 2-7/8" OD, 6.50 Lb/Ft., Gr L-80, SMLS, EUE,
2	w/ABC Mod Cplg.
1	Starter, Size 4, Nena, 460-796 Volt ID #80-5343-13581
2	Serial #30-313581
3	PO #4-706107V, Wesco, Inv. #209524
1	Head, Casing, Lomermost, Type Lowboy, 9-50, (244.5)
2	Slip-On x 11 API-30000 (279.4) API 2071, w/Two 2" (50.8)
3	ARO LPSO, McVey, Inv. #UX-32287, DCON
1	Rod, Sucker, 11" x 25' TY 78 w/Sht
1	Rod, Sucker, 7/8" x 25' TY 78 w/Sht
1	Rod, Sucker, 3/4" x 25' TY 78 w/Sht
1	Unit Pumping Lufkin C-640D-305-120 SN #H105741P-469529

EXHIBIT "B"

Attached to and made a part of that certain Assignment and Bill of Sale dated July 1, 1986 between GRACE PETROLEUM CORPORATION, as Assignor, and MURPHY OIL USA, INC., as Assignee.

Quantity	Description
<u>Long Creek #3-33</u>	
1	Pump-Subsurface Axelson
2	2-1/2" x 2" x 24' RWBC with 2"x5" Axite Plunger, Single
3	Tungsten Carbide Ball & Seat Type Valves, N1-AX Barrel
4	Tube Axelson Insert Guided Cages, Cup Type Hold Down
5	Maximum stroke is .210"
6	Axelson No. 747930 DCON
1	Valve, Ball, WKM, 2"-3000, 2 in LP Inlet x Outlet
2	Stainless Steel, Nace, WKM #28301C4, Trim CB223-51
3	McEvoy, Inv #UX-32287, DCON
<u>Long Creek #3-32</u> 407774	
1	Treaters, Horizontal 2 - 6' x 15'
2	Pittsburgh -Des Moines Corp. P. O. 551000
3	SN 53666
1	Tanks 400 Bbl 2-Type B W/Stairkit Walkway & Nuts & Bolts
2	Pittsburgh-Des Moines Corp P. O. 551000
3	SN 53050-01 and 53050-03
1	Casing, 8-5/8" 24# API K-55 DAL SMLS Hrd ST&C R-3
1	Casing, 5-1/2" 23# L-80 SMLS R-3 LT&C
1	Casing, 5-1/2" OD, 17.00 LB/FT, Gr K-55, ERW or SMLS
2	ST&C
1	Starter Westinghouse 1373D39608 Nema Size 4 460-796 Volt
2	with Motor Savers
3	Wesco Inv. 200560 PO 4705998V
1	Motor 60 HP Siemens-Allis 1200 RPM Frame 444T
2	460/796 Volts SN 5136-38721-01-1
1	Pipe, CW Line API 5L-A25 3" SRL Std Blk T&C
2	Armco National Supply Co. DCON 7475-45068
1	Pipe, CW Line API 5L-A25 2" RL Std Blk T&C
2	Armco National Supply Co. DCON 7475-45068
1	Pipe, CW Line, API 5L-A25, 4", RL Std Blk T&C
1	Pipe, FBEG, 3" Tab Silver AOS
1	Rods, 1" x 25' Type 90 Dover-Norris Sucker Rods w/sht
2	Couplings
3	National Supply Co DECON 7475-45428
1	Rods, 7/8" x 25' Type 90 Dover-Norris Sucker Rods w/Pst
2	Couplings
3	National Supply Co DECON 7475-45428

EXHIBIT "B"

Attached to and made a part of that certain Assignment and Bill of Sale dated July 1, 1986 between GRACE PETROLEUM CORPORATION, as Assignor, and MURPHY OIL USA, INC., as Assignee:

<u>Quantity</u>	<u>Description</u>
<u>Long Creek #3-32</u>	
1	Rods, 3/4" x 25' Type 90 Dover-Norris Sucker Rods
2	National Supply Co. DECON 7475-45428
1	Unit Pumping Lufkin M-320D-256-120 SN F10662N-471760
1	Tubing, 4236 Ft 2-7/8" 6.50 L-80 EUE Range 2 ERM 137 Jts
2	Superior Supply Company PO 4-701980C Invoice 0131 1215500-S
1	Tubing, 2-7/8" 6.50 L-80 EUE Range 2 74 Jts.
2	Superior Supply Company PO 013-1215501
1	Tank, 400 Bbl Fiberglass 12' Diameter x 20' high
2	Serial #0384-Spec W3
3	C-E Natco Inv #77001393, PO #4-714468-A
<u>Long Creek Fee #2-5</u> 40.743	
1	Motor, 50 HP 1200 RPM 3 Phas. 60 cy 460/796V Baldor 404T
2	Frame #OF3750T Oil Well Pumping Motor
3	General Industrial PO4-705896 Inv. #531169
1	Pipe, 4" Line, CW API 5L-A25 RL Std Blk T&C
1	Pipe, 3" FBRC, Tab Silver Ads
1	Pipe, 3" Line CW API 5L-A25 SRL Blk PE
1	Pipe, 2" Line, CW API 5L-A25 RL Std Blk T&C
1	Treater, Horizontal Pitts-Des Moines Corp P.O. #3-705871
2	S/N 53072-01
1	Pump Assy, Roper 2F20-Spec-O w/motor 5 HP 3PM TEFC 1,200 RPM
1	Tank, 400 Bbl Fiberglass S/N 0184-Spec-W4
2	CE Natco PO #4-701098
1	Tank, 400 Bbl Stock Pitt-Des Moines P.O. #705886
1	Casing, 5-1/2" OD 17 lb. L-80 LT&C
1	Casing, 5-1/2 OD 20.0 #ft .36w/ Gr LBC R3 U SS SMLS Csg
2	LT&C API 5AC Disposition
3	Oil Well PO#4-714838-C
1	Casing, 5-1/2" 20.00 L-80 LT&C Range 3 New Casing
2	ERW
3	Superior Supply Company PO #4-809929-C
1	Casing, 5-1/2" OD, 17.00 Lb/Ft, Gr K-55, ERW or SMLS
2	ST&C

EXHIBIT "B"

Attached to and made a part of that certain Assignment and Bill of Sale dated July 1, 1986 between GRACE PETROLEUM CORPORATION, as Assignor, and MURPHY OIL USA, INC., as Assignee.

Quantity	Description
<u>Long Creek Fee #2-5</u>	
1	Casing, 5-1/2" OD, 17.00 Lb/Ft, Gr K-55, ERW or SMLS
2	LT&C
1	Casing, 9-5/8" 36# K-55 Manns API 8rd ST&C R-3
1	Tubing, 2-7/8" OD, L-80 EUE
1	Control, Motor, Westinghouse Style 1373039G06, CL 11-276
2	Size 2
1	Controller, Westinghouse, Nema Size 3 460/796 Volt HF Frame
2	Circuit Breaker Style No. 1373039G07 w/Heater, Overload Cat
3	No FH-83
4	Wesco PO3-705865
1	Rods, Sucker 1" x 25' Type 78 Norris w/SLM Hole
2	Type T Cplgs w/6 ea 2-1/2" Hr Scrapers Per Rod
3	Armco DCON 7475-43403
1	Rods, Sucker 7/8" x 25' Type 78 Norris w/Full Size
2	Type T Cplgs.
3	Armco DCON 7475-43403
1	Rods, Sucker 3/4" x 25' Type 78 Norris w/Full Size
2	Type T Cplgs
3	Armco DCON 7475-43403
1	Unit Pumping Lufkin M-320D-256-120 Gr 30.12 to 1
2	SN F106663M-471761
3	CBE (4 #ORD) C/Guards, 42" Sheep-Proof, Rail Agma #4 Oil,
4	Paint Black w/Orange Trim Mount c/pins in 120" Stroke
5	SN #F106663M Foundation: A68961 Lufkn Ind PO4-705899

J/6 8/05/86

EXHIBIT "B"

Attached to and made a part of that certain Assignment and Bill of Sale dated July 1, 1986 between GRACE PETROLEUM CORPORATION, as Assignor, and MURPHY OIL USA, INC., as Assignee.

Quantity	Description
	<u>Fresh Water Injection Plant</u> 40761 <u>N.W. Poplar</u>
1	Wheatly Pumping Unit, Simplex Fig Px50xA Ser. 1876A
1	Century Electric Motor, 3 HP, 3 phase, 460V, Type SC Serial #SV
1	Allen-Bradley Electrical Control 10 HP
5,500'	2" Fiberglass
1	500 Bbl. Galg. Comp Btm, Insulated Tank
4	Meters - Rookwell 26117765, 26117766, 26117761 and 26117762 1" Brass
	MDU Electrical System
1	16 x 38 Comb. Pump House/Wheel, wood frame, metal covered, Insulated w/electricity and heated
1	Marathon 3 HP, 3 phase, 460V, type TGB-EE, 122T Frame Electric Motor Serial #861136 (Spare Motor)
	<u>Buck Elk #1</u>
	<u>Buck Elk Transfer Pump</u>
1	Lufkin Pumping Unit, 320-D-TC-1-41D Serial #52-U
1	GC Electric Motor 50 HP, 3 phase, 440 Volt, Type KOF 466U frame, Serial #XT423S07
1	GE Electrical Control 50 HP, w/time clock re-starter
1	Cameron Tubing Head
1	Cameron Casing Head
5,702'	2-7/8" EUE 8rd
5,700'	121 - 7/8", 100 - 1/4" Rods
5,775'	4-1/2" J-55 9.5# Casing
5,940'	7" J-55 22# Casing
1,700'	2" Fiberglass Flow Line
1	O-Mail Treater 6 x 90 Vertical Serial #SP-6809
2	Tanks 300 Bbl Steel Tank Welded
	Sucker Rod Pump Axelson, 2-1/2" x 2" Insert
1	*Triplex Pump Oil WCH Rated 500 BWPD @ 400 psi B-323 2' system 1" discharge 1-3/8" plungers
1	GE Electric Motor B-323 Rated: 500 BWPD @ 400 psi 2" Suction 1" discharge 1-3/8" plungers
1	Allen-Bradley Electrical Control 25HP size w/timer clock
1	300 Bbl Water Tank - Fiberglass tank w/switches
	*System transfer water from Buck Elk Lease and out-hair lease to Goings SWD well.
1	8x12 Wood Frame Treater House, Metal Covered, Insulated
1	8'x10' Wood Frame Insulated Pump House

EXHIBIT "B"

Attached to and made a part of that certain Assignment and Bill of Sale dated July 1, 1986 between GRACE PETROLEUM CORPORATION, as Assignor, and MURPHY OIL USA, INC., as Assignee.

Quantity	Description
	Cowan Western #1 N. W. Poplar
1	Lufkin Pumping Unit - 226-T6-363 Serial #691K
1	Master Electric Motor - 30 HP, 3 phase, 440 Volt, Type PC 406 Frame, Serial #AYPB21
1	Square D Electrical Control - 50 HP w/time clock re-starter
1	Restor Tubing Head 3,000 psi
1	Restor Casing Head 3,000 psi
31	2-7/8" EUE 8rd Tubing
6,115'	2-7/8" Acme Std Tubing
21'	2-7/8" EUE 8rd Tubing
6,100'	76-7/8", 168-3/4" Rods
6,218'	4-1/2" J-55 Casing
1,350'	2-7/8" EUE 8rd Tubing Flow Line
1	National Treater - 6x27 Vertical Serial #66500
1	300 Bbl steel welded cone btm
1	Sucker Rod Pump Axelson - 2-1/2" x 2"
1	8x10 Wood Frame covered insulated treater house
1	Treater House Dual Headed Chemical Pump Vega Serial #22224 and 22225
1	Marathon 1/3 HP Motor 1725 RPM Serial #165504
	Cut Hair #1 East Poplar
1	Lufkin Pumping Unit C-228-D-74-23 Serial #8
1	GE Electric Motor 50 HP, 3 phase, 440v, 445 frame Serial #NVE278565
1	GE Electrical Control - 50 HP w/time clock re-starter
1	Restor Tubing Head
1	Restor Casing Head
4,750'	2-7/8" EUE 8rd Tubing
4,720'	Rods 69-7/8", 120-3/4"
5,973'	Casing 7" 22/20# J-55
250'	Flow line 3" Fiberglass
1	National Treater 6 x 20, Serial #T-9607301-10
2	300 Bbl Steel Tanks
1	Axelson Sucker Rod Pump - 2-1/2" x 2"
1	6 x 10 Wood Frame Metal covered insulated treater house
	Goings 1-10 N. W. Poplar
1	Lufkin Pumping Unit C-228-D-346-86 Serial #54921N-985438
1	Robbins-Hammer Electrical Control - 30 HP, 3 phase, 440V Type ND-B4W6 365U frame, Serial #CM-5568
1	Cutler-Hammer Electrical Control - 50 HP, time clock re-starter

EXHIBIT "B"

Attached to and made a part of that certain Assignment and Bill of Sale dated July 1, 1986 between GRACE PETROLEUM CORPORATION, as Assignor, and MURPHY OIL USA, INC., as Assignee.

<u>Quantity</u>	<u>Description</u>
<u>Goings 1-10</u>	
<u>N. W. Poplar (cont'd)</u>	
1	Rector Tubing Head 3000# Series 900
1	Rector Casing Head 3000# Series 900
6,070'	2-7/8" EUE 8rd J-55 Tubing
6,000'	Rods 91-7/8", 148-3/4"
6,228'	5-1/2" 15.5# K-55 & 17# Rec. Casing
5,300'	2" Fiberglass Flow line
1	O'Neil Treater - 4x20 Vertical Serial #3081
2	400 Bbl Flat btm steel welded tanks
1	Baker Anchor
1	Axelson Sucker Rod Pump - 2-1/2" x 2"
1	8x10 Wood Frame metal covered insulated treater house
1	Treater House Chemical Pump - Serial #22226 & 22227
1	Marathon 1/3 HP Motor Serial #R.165503
1	Vega Chemical Pump - C
<u>Goings Gov't SWD #1</u>	
<u>N.W. Poplar</u>	
1	Wheatley Pumping Unit - P-323 Triplex, Serial #8P410725
1	Robinsk Mayer Electric Motor - 30 HP, 3 phase, 440 Volt
	Type ND-BHW6 365U frame, Serial DHO6944
1	Allen-Bradley Electrical Control - 50 HP w/time clock re-starter
1	Rector Tubing Head 3,000 psi, Series 900
1	Rector Casing Head 3,000 psi, Series 900
3,900'	2-7/8" EUE Cemented in hole tubing
13'	15.5# K-55 5-1/2" Casing
3,993'	9.5# K-55 4-1/2" Casing
1,350'	4" Fiberglass Flow line
1	300 Bbl Fiberglass Tank
1	12x12 wood frame metal covered insulated pump house
1	85x65 lined pit (framed)
1	Faxbore 8-day recording chart
1	Barton Model 242A
1	ITT Barton Turbine & Meter Serial #662 K-Factor 416.8
1	Chemical Pump - Vega Serial 2093 Pump Motor Serial #P244546
	Model #6X 738 L Dayton 1/3 HP
<u>Huber #1 & Tank Battery</u>	
<u>N.W. Poplar</u>	
1	Lufkin Pumping Unit - 228-358 Serial #117J
1	Valley Electric Motor - 60 HP 3 Phase 460V SNRS 445U Frame
	Serial #379418
1	GE Electrical Control - 50 HP w/time clock re-starter

EXHIBIT "B" (Continued)

Attached to and made a part of that certain Assignment and Bill of Sale dated July 1, 1986 between GRACE PETROLEUM CORPORATION, as Assignor, and MURPHY OIL USA, INC., as Assignee.

<u>Quantity</u>	<u>Description</u>
<u>Huber #1 & Tank Battery</u> <u>N.W. Poplar</u>	
1	Cameron Tubing Head Series 600
1	Cameron Casing Head Series 600
5,607'	2-7/8" EUE 8rd Tubing
5,525'	USI 5-37 Rods - 86-7/8", 133-3/4"
5,953'	7" Casing 23/26# J-55
1,500'	2-7/8" Tubing Flow line
1	National Treater - 6x20' Vertical
2	350 Bbl Tanks Galvanized, Belted, cone btm.
2	Vegas Chemical Pumps Serial #20423 and #20427
2	Daytons Motors for Chemical Pumps - Model 6K734L RPM 1725 HP - 1/4
1	Axelsson Sucker Rod Pump 2-1/2" x 2"
1	10x22 Wood frame treater house, insulated and metal covered
1	Worthington Circulating Pump Serial #8779 3 HP Baldor Electric Motor
1	3 phase, 440V, type TG6-RX, Frame 1237 Motor Serial #1177.
1	Lufkin 228 Pumping Unit SN 1770
1	30 HP Robbins-Meyers Electric Motor SN DMS6944
<u>Huber #2</u> <u>East Poplar</u>	
1	Cameron Tubing Head - Series 900
1	Cameron Casing Head - Series 900
3,410'	Tubing 2-3/8" CS Hydrill
5,776'	7" 22# J-55 Casing
1,500'	2-7/8" EUE 8rd Tubing Flow Line
	Treater (See Huber #1 Sheet)
	Tank (see Huber #1 Sheet)
1	85x85 Lined overflow pit (Fenced)
1	12x12 Storage Building, Metal covered
1	10x10 pump house building, metal covered
<u>Huber #3</u> <u>East Poplar</u>	
1	Rector Tubing Head
1	Rector Casing Head
400'	Flow line 2" Steel Line Pipe
	Treater (See Huber #1 Sheet)
	Tank (See Huber #1 Sheet)

EXHIBIT "B"

Attached to and made a part of that certain Assignment and Bill of Sale dated July 1, 1986 between GRACE PETROLEUM CORPORATION, as Assignor, and MURPHY OIL USA, INC., as Assignee.

<u>Quantity</u>	<u>Description</u>
	<u>Huber 4A</u>
	<u>East Poplar</u>
1	KHSCO Pumping Unit - D-160 Serial #166-1
1	Toshiba Electric Motor - 40 HP 3 phase, 440V, Type 11KK 364T frame, Serial #K-10023-19
1	GE Electrical Control - 40 HP with time clock restarter
1	Larkin Tubing Head
1	Rector Casing Head
5,578'	2-7/8" EUE 8rd Tubing
5,500'	Rods USI -357 - 50-7/8", 150-3/4"
5,760'	Casing 5-1/2" 15.5# J-55
400'	2-7/8" Tubing Flow line
	Treater (See Huber #1 Sheet)
	Tank (See Huber #1 Sheet)
1	Packer Baker Lee-Set 5-1/2"
1	Axelson Sucker Rod Pump - 2.5" x 2"
	<u>Huber (Devonian) #5</u>
1	Series 900 Casing Head - Tubing Head
7,215'	2-7/8" EUE 8rd Tubing
1,300'	2" Hydril Flow-line
1	Baker Packer Model "R" Single Grip
1	National Treater - 6x20' Vertical
7,306'	5-1/2" OD 14 & 17 8rd Casing
2	500 Bbl. Steel Welded Tanks
	<u>Iron Bear #12-2</u>
	<u>N.W. Poplar</u>
1	Lufkin Pumping Unit - 320-D-305-100 Serial #D46225M
1	Toshiba Electric Motor 50 HP, 3 phase, 440V, Type TIKK 365T frame, Serial #80938248
1	Allen-Bradley Electrical Control - 50 HP with time clock restarter
1	Restor Tubing Head - Series 900
1	Restor Casing Head - Series 900
6,156'	2-7/8" EUE 8rd J-55 Tubing
6,100'	Rods 113-7/8", 131-3/4"
6,329'	Casing 5-1/2" 15.5#, J-55
4,000'	Flow line 2-7/8" EUE 8rd J-55 Tubing
1	National Treater 6x37 Vertical
2	Tanks 400 Bbl Steel Welded Flat Btm
1	Guiberson Anchor 3-1/2"
1	Axelson Sucker Rod Pump 2-1/2" x 2"
1	8x10 Wood frame metal covered insulated treater house

EXHIBIT "B" (Continued)

Attached to and made a part of that certain Assignment and Bill of Sale dated July 1, 1986 between GRACE PETROLEUM CORPORATION, as Assignor, and MURPHY OIL USA, INC., as Assignee.

<u>Quantity</u>	<u>Description</u>
	<u>Iron Bear #4</u>
	<u>N.W. Poplar</u>
1	Lufkin C-228-D-246-66 Serial #D54820N-385034
1	GE Electric Motor 40 HP, 3 phase, 440V, Type KOF 404U frame, Serial #TV254217
1	Cutler-Hammer Electrical Control - 50 HP w/time clock re-starter
1	Rector Tubing Head - Series 900
1	Rector Casing Head - Series 900
98'	2-7/8" EUE 8rd J-56 Tubing
5,932'	2-7/8" Acme Std Tubing
5,950'	Rods 70-7/8", 168-3/4"
6,244'	Casing 5-1/2" 15.5# J-55
5,400'	Flow line 2" Fiberglass
	Treater (See Iron Bear #2 Sheet)
	Tank(s) (See Iron Bear #2 Sheet)
	Baker Anchor 3-1/2"
1	Sucker Rod Pump 2-7/8" x 1-1/2"
	<u>Iron Bear #3</u>
	<u>N.W. Poplar</u>
1	EHSCO Pumping Unit DB-228 Serial #104
1	Wagner Electric Motor - 40 HP, 3 phase, 440V, Type XP6 405 frame, Serial #B7H1399
1	Allen Bradley Electrical Control - 50 HP w/time clock re-starter
1	Acme Tubing Head - Series 900
1	Shaffer Casing Head - Series 900
6,309'	Tubing - 2-7/8" EUE 8rd J-55
6,270'	Rods 70-7/8", 179-3/4"
6,325'	Casing 5-1/2" 15.5# J-55
5,320'	2" Fiberglass Flow Line
	Treater (See Iron Bear #2 sheet)
	Tank (See Iron Bear #2 sheet)
	<u>Reid 10-1</u>
	<u>N.W. Poplar</u>
1	Lufkin Pumping Unit C-228-B246-66 Serial #60686N-398292
1	Robbins Meyer Electric Motor - 30 HP, 3 phase, 400V, NDBEW6 965U frame, Serial KP7746
1	Cutler-Hammer Electrical Control - 50 HP w/time clock re-starter
1	CIW Tubing Head - 3,000 psi
1	CIW Casing Head - 3,000 psi
6,153'	Tubing 2-7/8" EUE 8rd J-55
6,100	W.C. Norris Rods 96-7/8", 145-3/4"

EXHIBIT "B" (Continued)

Attached to and made a part of that certain Assignment and Bill of Sale dated July 1, 1986 between GRACE PETROLEUM CORPORATION, as Assignor, and MURPHY OIL USA, INC., as Assignee.

Quantity	Description
	Reid 10-1
	<u>N.W. Poplar cont'd.</u>
6,220'	Casing 5-1/2" 15.5# & 17# K-65 & N-80
8,000'	3" Fiberglass
1,200'	2" Fiberglass Flow line
1	O'Neill Treater - 6x20 Vertical Serial #3824
2	Columbia 500 Bbl Galvanized Tanks - Bolted Cone Btm
	5-1/2" Baker Anchor
	Sucker Rod Pump 2-7/8" x 1-1/2"
1	10x10 wood frame metal covered treater house insulated
1	Epper Fig. 1APR1 Circulating pump Serial #B7979S
1	Wisconsin BKND Pump Engine Serial #6971141
	Richards 3-1
	<u>N.W. Poplar</u>
1	Lufkin Pumping Unit - C-228-D-246-86, Serial #D60887W-398291
1	Robins & Meyer Electric Motor - 30 HP, 3 phase, 460V, Type NDBHW6, 965U Frame, Serial EF7746
1	Cutler-Hammer Electrical Control - 50 HP w/time clock re-starter
1	Rector Tubing Head 3,000 psi
1	Rector Casing Head 3,000 psi
6,183'	Tubing 2-7/8" 8rd J-55
6,125'	Rods 100-7/8", 145-3/4"
6,263'	Casing 13.5# K-55 & 17# N-80
5,400'	Flow Line 3" Fiberglass
	Treater (See Richards 3-1 sheet)
	Tank (See Richards 3-1 sheet)
	Baker Anchor 5-1/3"
1	Sucker Rod Pump 2-7/8" x 1-1/2"
1	Beam Chemical Pump - Western 3/8 Piston Type LD Serial #6117
	Richards 2-1 & Battery
	<u>N.W. Poplar</u>
1	Lufkin Pumping Unit - C-228-D-86 Serial #D594S3N-394491
1	Robbins & Meyer Electric Motor 30 HP Type NDBEWS, Frame 365U
	3 phase 230/460/760 Volt, Serial EC7159
1	Cutler-Hammer Electric Control 50 HP 2/time clock re-starter
1	CIW Tubing Head 10", 3,000 psi
1	CIW Casing Head 8-5/8" x 5-1/2" 3,000 psi
6,270'	Tubing 2-7/8" EUE 8rd J-55
6,200'	Rods 72-7/8", 175-3/4"
6,802'	Casing 5-1/2" 14, 15.5 & 17# K-55 & N-80
4,000'	Flow line 2" Fiberglass
1	Malco Treater 4x20 Serial #14177ER
2	Tanks 400 Bbl Steel Welded Flat btm

EXHIBIT "B"

Attached to and made a part of that certain Assignment and Bill of Sale dated July 1, 1986 between GRACE PETROLEUM CORPORATION, as Assignor, and MURPHY OIL USA, INC., as Assignee.

Quantity	Description
	<u>Richards 2-1 & Battery</u> <u>N.W. Poplar cont'd.</u>
1	Guiberson 5-1/2" Anchor
1	Sucker Rod Pump 2-7/8" x 1-1/2"
1	8x10 wood frame metal covered insulated treater house
1	Western Beam Chemical Pump - 3/8" Piston Type LD Serial T 636
	<u>War Club #1R</u> <u>North Poplar</u>
1	Lufkin Pumping Unit - TC-OLBR 456-DB Serial #80
1	Toshiba Electric Motor - 50 HP 3-phase L406 Type TIKS 3,651 frame Serial #60511719
1	Cutler Hammer Electrical Control - 50 hp/time clock re-start
1	Rector Tubing Head 3,000 psi - Series 900
1	Rector Casing Head 3,000 psi - Series 900
5,960'	Tubing 2-7/8" EUE 8rd J-55
5,960'	Rods 771" 79-7/8" 82-3/4"
6,000'	5-1/2" Casing
350'	Flow Line 2"
10,447'	Parkersburg Treater 4x20 Vertical Serial #H10477
2	500 Bbls Tank - Galvanized Cone btm
2	400 Bbls Steel Welded Tanks
1	5-1/2" Guiberson Anchor
1	Sucker Rod Pump 2-7/8" x 1-1/2"
2	24x10 wood frame metal covered insulated treater house
1	Popen 3611 GHBKV Type/Circulating Pump Serial #368013
1	Marathon 2 HP, 3 phase, 440V, Type TPR-BE 145T Frame Serial #2640
1	Allen Bradley 20 HP Controller
	<u>War Club #2</u> <u>N.W. Poplar</u>
1	Lufkin Pumping Unit C-320-D-305-100
1	Toshiba Electric Motor 50 HP, 3 phase, 440V, Type TIKX 356T frame, Serial #D46224M
1	Allen Bradley Electrical Control - 50 HP w/time clock re-starter
1	AGME Tubing Head 3,000 psi Series 900
1	Casing Head 3,000 psi Series 900
6,110'	2-7/8" EUE 8rd J-55 Tubing
6,085'	Rods 97-7/8", 144-3/4"
6,260'	Casing 5-1/2" 15/5# K-55
1,820'	Flowline 2" Fiberglass

EXHIBIT "B"

Attached to and made a part of that certain Assignment and Bill of Sale dated July 1, 1986 between GRACE PETROLEUM CORPORATION, as Assignor, and MURPHY OIL USA, INC., as Assignee.

<u>Quantity</u>	<u>Description</u>
<u>War Club #2</u>	
<u>N.W. Poplar cont'd.</u>	
1	Malco Treater 4x30 Vertical Serial #1-7776
2	Tanks 400 Bbl steel welded flat btm
1	Sucker Rod Pump 2-7/8" x 1-1/2"
1	8x10 wood frame metal covered insulated treating house
1	Roper 3611-6HRRV Type 1 Circulating Pump Serial #387962
1	6HP, 8 phase, 440V, Type B, Frame 18487cl698RB, Serial #61198314 Electric Motor
<u>War Club #1</u>	
<u>North Poplar</u>	
1	Rector Tubing Head 3,000 psi, Series 900
1	Rector Casing Head 3,000 psi, Series 900
3,600'	Tubing 2-3/8" EUE 8rd J-55 coated
6,230'	Casing 4-1/2" 9.5# K-53
	20'x20' cement slab
<u>Zimmerman #1</u>	
<u>N.W. Poplar</u>	
1	EMSCO Pumping Unit 160 Serial #177
1	Toshiba Electric Motor 40 HP, 3 phase, 440V, Type TIKK 364T frame, Serial #H-10023-22
1	Allen-Bradley Electrical Control 50HP w/time clock re-starter
1	Tubing Head Shaffer Series 900
1	Casing Head Cameron Series 900
6,130'	Tubing 2-7/8" EUE 8rd J-55
6,100'	Rods 64-7/8", 100-3/4"
6,230'	Casing 7" 23# K-55
1,400'	Flow line 2" Fiberglass
1	BS&B Treater 6x20 Vertical
1	Tank 300 Bbl Steel welded cone btm
1	Tank 400 Bbl Steel welded flat btm
1	7" Baker Anchor
1	Sucker Rod Pump 2-7/8" x 1-1/2"
1	8x10 wood frame metal covered insulated treater house

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EXHIBIT "B"

Attached to and made a part of that certain Assignment and Bill of Sale dated July 1, 1986 between GRACE PETROLEUM CORPORATION, as Assignor, and MURPHY OIL USA, INC., as Assignee.

Line No.	Well Name	(1) Well Number	(2) W.I. \$	(3) NRI \$	
(1)	Long Creek Fee	1-32	12.50	10.6875	40171 NW
(2)	Long Creek Fee	1-33	6.25	5.34375	72 NW
(3)	Long Creek Fee	2-5	12.50	10.6821	73
(4)	Long Creek Fee	3-32	12.50	10.6875	74
(5)	Long Creek Fee	3-33	12.50	10.6875	75
(6)	Long Creek Fee	2-32	6.25	5.34375	76
(7)	Tribal	4-10	25.00	20.3333	70010
(8)	Cowan Western	-	25.00	21.375	40757
(9)	Goings	1-10	25.00	20.3333	40768
(10)	Iron Bear	12-2	25.00	19.14585	40759
(11)	Reid	1-10	25.00	20.85417	40767
(12)	Richards	1-3	25.00	21.125	40767
(13)	Richards	2-1	25.00	21.125	40766
(14)	War Club	IR	25.00	19.14584	40758
(15)	War Club	2	25.00	19.73957	40765
(16)	Zimmerman	-	25.00	19.73958	40764
(17)	Buck Elk	-	100.00	87.50	40761 E.
(18)	Cut Hair	-	100.00	87.50	40760 E. P. P. P.
(19)	Goings Gov't.	SWD	25.00	-	
(20)	Huber Devonian	5	64.7708	53.59784	40762 E.
(21)	Huber Madison	4	100.00	82.75	
(22)	Huber Madison	1	100.00	82.75	40763 E.
(23)	Huber Madison	2	100.00	82.75	
(24)	Huber Madison	3	100.00	82.75	

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EXHIBIT "C"

Attached to and made a part of that certain Assignment and Bill of Sale dated July 1, 1986 between GRACE PETROLEUM CORPORATION, as Assignor, and MURPHY OIL USA, INC., as Assignee.

<u>Date:</u>	<u>Agreement:</u>	<u>Lands:</u>
January 1, 1975	Operating Agreement	<p><u>Township 29 North, Range 50 East</u> Section 1: Lots 1, 2, 3, & 4, S/2 NE/4, S/2 NW/4, SW/4, SE/4.</p> <p>Section 2: E/2 SE/4, Lots 3 & 4, S/2 NW/4, SW/4.</p> <p>Section 3: SW/4, NW/4 SE/4, Lots 1 & 2, SE/4 NE/4, E/2 SE/4.</p> <p>Section 4: SE/4 NE/4, SE/4 SE/4, N/2 SE/4, SW/4 SE/4, Lots 3 & 8.</p> <p>Section 5: W/2 SE/4, Lots 1, 2, 3, 4, 5 & 6, SW/4 NE/4, SE/4 SE/4, SE/4 NW/4.</p> <p>Section 8: N/2 NE/4.</p> <p>Section 9: NE/4 SE/4, SE/4.</p> <p>Section 10: SW/4, NE/4 NW/4, NW/4 NE/4, SE/4 NE/4, SE/4, NW/4 NW/4, S/2 NW/4, SW/4 NE/4, W/2 NE/4.</p> <p>Section 11: E/2 NE/4, N/2 SE/4, SW/4 NE/4, SW/4 NW/4, E/2 NW/4, SW/4 NW/4, E/2 NW/4, SW/4.</p> <p>Section 12: NW/4, W/2 NE/4.</p> <p>Section 14: S/2 SW/4, N/2 NW/4, NW/4 NE/4.</p> <p>Section 15: NE/4 NE/4, W/2 E/2, SW/4.</p> <p><u>Township 30 North, Range 50 East</u> Section 32: S/2 NE/4, S/2 SE/4, NE/4 NW/4.</p> <p>Section 33: SW/4, NE/4, SW/4 NW/4.</p> <p>Section 34: NW/4.</p>
June 23, 1977	Communitization Agreement	S/2 NE/4 Section 11-29N-50E.
June 23, 1977	Communitization Agreement	N/2 NE/4 Section 11-29N-50E.
June 23, 1977	Communitization Agreement	SW/4 NE/4 Section 11, & NW/4 NE/4 Section 14-29N-50E.
September 22, 1982	Option Farmout Agreement	S/2 NE/4, S/2 SE/4, NE/4 SW/4 Section 32 & NE/4, SW/4, SW/4 NW/4 Section 33-30N-50E.
January 1, 1969	Operating Agreement	<p><u>Township 28 North, Range 51 East</u> Section 10: NE/4</p>

EXHIBIT "C" (Continued)

Attached to and made a part of that certain Assignment and Bill of Sale dated July 1, 1986 between GRACE PETROLEUM CORPORATION, as Assignor, and MURPHY OIL USA, INC., as Assignee.

<u>Date:</u>	<u>Agreement:</u>	<u>Lands:</u>
March 1, 1983	Option Farmout & Operating Agreement	E/2, SW/4 Section 32 & all Section 33-30N-50E.
March 21, 1983	Operating Agreement	All Section 1-29N-49E.
November 3, 1983	Operating Agreement	NW/4 SW/4 Section 4 & N/2 NW/4, SE/4 NW/4, E/2 Section 5-29N-50E.
November 20, 1984	Operating Agreement	<u>Township 29 North, Range 50 East</u> Section 2, 3, 6, 7, 8, 10 & 11: All. Section 12: NW/4, W/2 NE/4. Section 14: W/2, W/2 NE/4, S/2 NE/4, NW/4 SE/4. Section 15 & 23: All. <u>Township 30 North, Range 50 East</u> Section 34: NW/4.
January 16, 1984	Amendment Letter to Option Farmout Dated March 1, 1983.	
February 13, 1984	Amendment Letter to November 3, 1983, Operating Agreement.	
February 6, 1985	Amendment Letter to November 20, 1984, Operating Agreement.	
June 13, 1985	Seismic Option Letter Agreement & June 19, 1985 Agreement	S/2 Section 10 & N/2 NE/4, SW/4 NE/4, W/2 SE/4 Section 15-29N-50E.
July 7, 1984	Declaration of Pooling	Lots 1 & 2 Section 5-29N-50E
May 11, 1983	Amendment Letter to March 21, 1983 Operating Agreement.	
November 20, 1978	Letter Agreement	NE/4 Section 11-29N-50E
June 21, 1985	Communitization Agreement	N/2 SW/4 Section 32-30N-50E.
August 12, 1983	Communitization Agreement	S/2 NW/4 Section 33-30N-50E.
N1 8/14/86		

EXHIBIT "C" (Continued)

Attached to and made a part of that certain Assignment and Bill of Sale dated July 1, 1986 between GRACE PETROLEUM CORPORATION, as Assignor, and MURPHY OIL USA, INC., as Assignee.

<u>Date:</u>	<u>Agreement:</u>	<u>Lands:</u>
March 1, 1983	Option Farmout & Operating Agreement	E/2, SW/4 Section 32 & all Section 33-30N-50E.
March 21, 1983	Operating Agreement	All Section 1-29N-49E.
November 3, 1983	Operating Agreement	NW/4 SW/4 Section 4 & N/2 NW/4, SE/4 NW/4, E/2 Section 5-29N-50E.
November 20, 1984	Operating Agreement	<u>Township 29 North, Range 50 East</u> Section 2, 3, 6, 7, 8, 10 & 11: All. Section 12: NW/4, W/2 NE/4. Section 14: W/2, W/2 NE/4, S/2 NE/4, NW/4 SE/4. Section 15 & 23: All. <u>Township 30 North, Range 50 East</u> Section 34: NW/4.
January 16, 1984	Amendment Letter to Option Farmout Dated March 1, 1983.	
February 13, 1984	Amendment Letter to November 3, 1983, Operating Agreement.	
February 6, 1985	Amendment Letter to November 20, 1984, Operating Agreement.	
June 13, 1985	Seismic Option Letter Agreement & June 19, 1985 Agreement	S/2 Section 10 & N/2 NE/4, SW/4 NE/4, W/2 SE/4 Section 15-29N-50E.
July 7, 1984	Declaration of Pooling	Lots 1 & 2 Section 5-29N-50E
May 11, 1983	Amendment Letter to March 21, 1983 Operating Agreement.	
November 20, 1978	Letter Agreement	NE/4 Section 11-29N-50E
June 21, 1985	Communitization Agreement	N/2 SW/4 Section 32-30N-50E.
August 12, 1983	Communitization Agreement	S/2 NW/4 Section 33-30N-50E.
NL 8/14/86		

316229

State of Montana, } ss.
County of Roosevelt.

Filed for Record

this 25th day of AUGUST
A. D. 1986 at 2:00 o'clock P.
and duly recorded in volume 508
196-225 Incl.
page.s. Records of Roosevelt County
Montana. Assignment of Leases
Deputy County Recorder.

Deputy.

Fee \$150.00 pd.
Murphy Oil USA, Inc.
P. O. Box 547
Highway 2, Murphy Camp
Poplar, Montana 59255

COUNTY OF ROOSEVELT
STATE OF MONTANA

ss.

CERTIFIED COPY

Doc. No. 316239

I, Helen S. Eggebrecht, Clerk and Recorder for the County of Roosevelt, State of Montana, do
certify the attached and foregoing to be a full, true and correct copy of the original
ASSIGNMENT AND BILL OF SALE from GRACE PETROLEUM CORPORATION
to MURPHY OIL USA, INC. as the same appears on file or of record in this
File No. _____ Doc. No. 316339 Book 508 of Assignment of Leases-pages 196

Witness my hand and the seal of said County this 2nd day of September, 1986.

Helen S. Eggebrecht
Clerk and Recorder in and for Roosevelt County, Mont.

By _____, De

Wallace
King
Marraro
Branson

WALLACE KING MARRARO & BRANSON, PLLC
1050 THOMAS JEFFERSON STREET, N.W.
WASHINGTON, DC 20007

Phone 202.204.1000
Fax 202.204.1001

CHRISTOPHER H. MARRARO
Direct Dial 202.204.3720
cmarraro@wallaceking.com

December 20, 1999

By Hand

Carolyn Clark Campbell
Office of the Clerk
United States Court of Appeals
for the Second Circuit
U.S. Courthouse, Room 1802
40 Foley Square
New York, NY 10007-1561

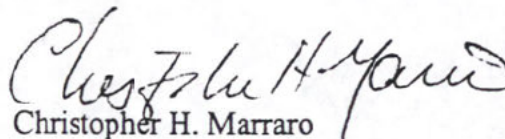
Re: W.R. Grace & Co. v. U.S. Environmental Protection Agency

Dear Ms. Campbell:

Enclosed for filing in the above-captioned case are the original and five copies of a Petition for Review, a copy of the U.S. EPA Region 8 Order to W.R. Grace, and the filing fee of \$100.00. Please file stamp the extra copy and return it in the enclosed self-addressed, stamped envelope. Applications for admission to the Court for Christopher H. Marraro and David Dorsen are also enclosed, along with a check in the amount of \$80.00 for application fees.

If you have any questions regarding this petition, please call me.

Sincerely,


Christopher H. Marraro

CHM/kdc
Enclosures

cc: Service List

W.R. GRACE & CO. - CONN.,

 γ

Respondent.

No. _____

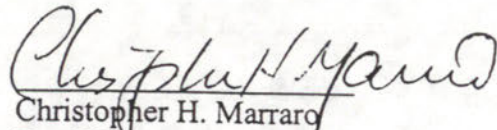
PETITIONER, W.R. Grace & Co. – Conn., a Connecticut corporation (“Grace”), hereby petitions the Court pursuant to Section 1448 of the Public Health Service Act (“PHSA”) as amended by the Safe Drinking Water Act, 42 U.S.C. § 300j-7(a), and Sections 701 through 705 of the Administrative Procedures Act, 5 U.S.C. §§ 701-705, to review the order issued to Grace on November 5, 1999, by the United States Environmental Protection Agency Region 8, entitled “First Amended Emergency

Administrative Order" issued under Section 1431 of the Safe Drinking Water Act
(1996)."

Dated: December 21, 1999

Of Counsel:
David Cleary
Senior Environmental Counsel
W.R. Grace & Co.
6401 Poplar Avenue
Suite 301
Memphis, TN 38119
(901) 820-2039

Respectfully submitted,


Christopher H. Marraro
David Dorsen

Wallace King Marraro & Branson
1050 Thomas Jefferson Blvd.
Suite 500
Washington, DC 20007
(202) 204-1000

Attorneys for Petitioner,
W.R. Grace & Co.

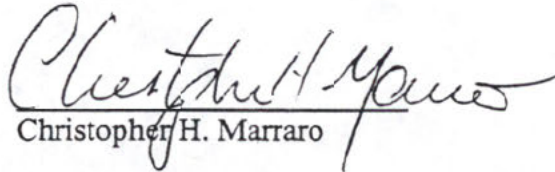
CERTIFICATE OF SERVICE

I certify that copies of the foregoing Petition to Review was served this 20 day of December, 1999, by first class mail, postage prepaid, on the following:

The Honorable Carol M. Browner
Administrator
U.S. Environmental Protection Agency
Waterside Mall
401 M Street, S.W.
Washington, DC 20460

Nathan Wiser
Office of Regional Counsel
U.S. Environmental Protection Agency
Region 8
999 18th Street, Suite 500
Denver, CO 80202-2466

Lois Schiffer, Assistant Attorney General and
Head of Environment and Natural Resources Division
U.S. Department of Justice
Room 2718
950 Pennsylvania Avenue, N.W.
Washington, D.C. 20530


Christopher H. Marraro



UNITED STATES ENVIRONMENTAL PROTECTION AGENCY

REGION 8
899 18TH STREET - SUITE 800
DENVER, CO 80202-2468
<http://www.epa.gov/region08>

Ref: 8ENF-T

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

NOV - 5 1999

W.R. Grace and Company - Conn.
Prentice Hall Corporation System, Inc.
P.O. Box 1691
Helena, MT 59624-1691

RE: First Amended Emergency
Administrative Order under
Section 1431 of the SDWA
Docket No. SDWA-8-99-68

Dear W.R. Grace and Company - Conn.:

Enclosed is an Emergency Administrative Order issued under Section 1431 of the Safe Drinking Water Act (SDWA), 40 U.S.C. § 300i. This Order revokes and supercedes in its entirety the previously issued Order bearing the same docket number, issued on September 30, 1999. The United States Environmental Protection Agency (EPA) has taken into consideration several important issues raised during a November 1, 1999, meeting among the Respondents named in the September 30, 1999, Order and has decided to revoke and re-issue this Order. EPA believes that the most important issues brought forth during that meeting have been addressed in today's Order. Specifically, the 120-day deadline requirement to submit plans for aquifer remediation and an alternate water supply has been removed, with the expectation that there will be subsequent Orders which will address these issues when more specificity is known regarding the actual known contamination source(s) and parties responsible for the contamination.

The Order continues to be based on contamination of the ground water in and around the area of the East Poplar Oil Field within the boundary of the Fort Peck Indian Reservation in Roosevelt County, Montana. EPA has identified the presence of the contaminant benzene and a substantial increase in the total dissolved solids levels in the Quaternary Deposits. The presence of these contaminants in the Quaternary Deposits, an Underground Source of Drinking Water (USDW), may present an imminent and substantial endangerment to the health of local residents who drink and use this water. EPA has also determined that the Respondents of the Order, through the operations of the oil and gas production facilities in the East Poplar Oil Field, have caused or contributed and/or are continuing to cause and contribute to the endangerment of the USDW.



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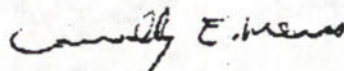
2

The enclosed Order sets forth the actions that you must make to, among other things, ensure that the people served by the USDW are provided with safe drinking water. The penalties for failing to comply are set forth in the Order. The Order requires that you continue to provide temporary safe drinking water to identified residences, submit well, tank, pipeline and pit information, and submit geologic and hydrologic field information. It is also anticipated that additional Orders will be issued to the parties specifically known to be responsible for the historic and/or on-going Quaternary aquifer contamination in the East Poplar Oil Field. In any such subsequent Order(s), EPA will, in a phased approach, require further study and/or plans for containment, diversion, or remediation of the Quaternary aquifer.

EPA strongly urges all Respondents to consider investigating their oil production-related appurtenances (i.e. oil well(s), injection well(s), tank(s), pipeline(s), pit(s)) as an activity to better refine the source(s) of contamination of the Quaternary aquifer. EPA believes that there may still be on-going contamination of the Quaternary aquifer. EPA will gladly assist such efforts in any way possible. Such investigation may include such activities as physical inspection, pressure testing, excavation, or ground water monitoring, depending on the appurtenance.

The issuance of this Order is consistent with EPA's goal of protecting human health and the environment, including working to ensure the provision of safe drinking water to the affected residents. With regard to this Order, please contact Nathan Wiser at (303) 312-6211 or write Mr. Wiser at the address provided above, mail code 8-KNF-T.

Sincerely,



Connally E. Mears, Director
Technical Enforcement Program
Office of Enforcement, Compliance
and Environmental Justice

Enclosure

cc: Arlyn Headdress, Chairman, Fort Peck Tribal Executive Board
Deb Madison, Assiniboine and Sioux Tribes Environmental Program Manager
Doug Endreson, Tribal Counsel, Assiniboine and Sioux Tribes
George Hudak, Montana Board of Oil and Gas Conservation

UNITED STATES ENVIRONMENTAL PROTECTION AGENCY
REGION VIII

99 NOV -5 AM 8:02

IN THE MATTER OF)

AMARCO Resources Corporation,)

Marathon Oil Company,)

Murphy Exploration and)
Production Company,)Pioneer Natural Resources USA)
Incorporated,)

W.R. Grace & Company-Conn.,)

Respondents)

East Poplar Oil Field)
Fort Peck Indian Reservation)
Montana)Proceedings under)
Section 1431(a))
of the Safe Drinking Water)
Act, 42 U.S.C. §300g-1(a))

Docket No. SDWA-8-99-68

FIRST AMENDED EMERGENCY
ADMINISTRATIVE ORDEREPA REGION VIII
HEARING CLERKDESCRIPTION

This Order revokes and supercedes in its entirety the preceding Order Docket #SDWA-8-99-68 which was issued September 30, 1999.

I. STATUTORY AUTHORITY

1. The following Findings are made and Order issued under the authority vested in the Administrator of the U.S. Environmental Protection Agency (EPA) by Section 1431(a) of the Safe Drinking Water Act (the Act), 42

East Poplar Oil Field
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U.S.C. §300i(a). The authority to take this action has been properly delegated to the undersigned EPA program supervisors.

II. ENFORCEMENT RESPONSIBILITY

1. EPA has primary enforcement responsibility for the Act on the Lands within the exterior boundary of the Fort Peck Indian Reservation in Roosevelt County in the State of Montana.

III. DESCRIPTION OF RESPONDENTS

1. AMARCO Resources Corporation is a Texas corporation and did business in the state of Montana and therefore is a "person" within the meaning of 40 CFR §141.2 and §144.2 and Section 1401(12) of the Act, 42 U.S.C. §300f(12). AMARCO Resources Corp. is also using the trade name Westdale, Inc. in Texas.
2. Marathon Oil Company is an Ohio corporation and therefore a "person" within the meaning of 40 CFR §141.2 and §144.2 and Section 1401(12) of the Act, 42 U.S.C. §300f(12). TXO Production Corp. a Delaware corporation merged with Marathon Oil Company. TXO Production Corp was a trade name for Texas Oil & Gas Corp. a Delaware corporation.
3. Murphy Exploration & Production Company is a Delaware corporation doing business in the State of Montana and

East Poplar Oil Field
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therefore is a "person" within the meaning of 40 CFR §141.2 and §144.2 and Section 1401(12) of the Act, 42 U.S.C. §300f(12).

4. Pioneer Natural Resources USA, Inc. is a Delaware corporation and therefore a "person" within the meaning of 40 CFR §141.2 and §144.2 and Section 1401(12) of the Act, 42 U.S.C. §300f(12). Pioneer Natural Resources USA, Inc. acquired the assets of Mesa Petroleum Co. Mesa Petroleum Co. did business in the state of Montana.
5. W.R. Grace & Co. is a Connecticut corporation and therefore a "person" within the meaning of 40 CFR §141.2 and §144.2 and Section 1401(12) of the Act, 42 U.S.C. §300f(12). Polumbus Petroleum Corporation in its merger with W.R. Grace & Co. became Grace Petroleum Corporation. Polumbus Petroleum Corporation merged with W.R. Grace & Co. a Connecticut corporation in 1976. Polumbus did business in the state of Montana.
6. Respondents own and/or operate or did own and/or operate oil and gas production facilities, including but not limited to oil or gas production wells, produced brine disposal wells, secondary recovery injection wells, drilled and abandoned dry holes, production and waste pits, storage tanks, oil/water separators, and distribution pipelines and pumping facilities, in portions of the East Poplar Oil Field

East Poplar Oil Field
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located within Township 28 North, Range 51 East on the Fort Peck Indian Reservation in Roosevelt County in the State of Montana.

IV. FINDINGS

1. The Quaternary Deposits are the most recent geologic deposits of the Cenozoic Era, covering approximately the past 1.65 million years. These Quaternary Deposits in the East Poplar Oil Field area consist mainly of the Winota Gravel, Sprole Silt, glacial till, fan alluvium and colluvium, and alluvium. The Pleistocene Winota Gravel, Sprole Silt, glacial till, and dune sand are referred to as "glacial deposits". Lithologic logs from the monitoring wells drilled in the area show depths ranging from of 55 to 100 feet. The Pleistocene and Holocene fan alluvium and colluvium and Holocene alluvium are referred to as "alluvium" and overlie the glacial deposits in many areas with depths ranging from 20 to 56 feet. The alluvium underlies flood plain deposits. Water in Quaternary deposits east of the Poplar River generally moves westward toward the river where it merges with southward-flowing ground water in the Poplar River valley. Downward movement of water from the Quaternary deposits is not a significant problem, the underlying Bearpaw Shale is relatively impermeable and forms a confining layer.

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2. These Quaternary glacial deposits and alluvium are the sole developed source of ground water for private resident wells in and around the East Poplar Oil Field and the Poplar, Montana and tribally-owned Poplar Head Start Center public water supply systems. Depth to the water table below land surface in this area generally ranges from about 5 to 44 feet in the alluvium and 7 to 139 feet in the glacial deposits.
3. The Quaternary Deposits form an unconfined aquifer which contains a sufficient quantity of ground water to supply a public water system. A public water system (PWS), as defined by 40 C.F.R. § 141.2, means a system for the provision to the public of piped water for human consumption, if such system has at least fifteen service connections or regularly serves an average of at least twenty-five individuals daily at least 60 days out of the year.
4. The Quaternary Deposits are an underground source of drinking water (USDW). A USDW, as defined under 40 C.F.R. § 144.3, means an aquifer or its portion which supplies any PWS or which contains a sufficient quantity of ground water to supply a public water system; and currently supplies drinking water for human consumption or contains fewer than 10,000 mg/L total dissolved solids. Past sampling from private ground water wells in the area showed total dissolved solids

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content ranging from 427-2,680 mg/L (as discussed in the U.S. Geological Survey study below).

5. The United States Geological Survey (USGS) has conducted an extensive ground water investigation of saline-water contamination in and around the East Poplar Oil Field. The USGS reviewed ground water and surface water quality data from existing private water wells, new monitoring wells, oil wells, brine-injection wells, and the Poplar River in the East Poplar Oil Field area. Additionally, the USGS completed an electromagnetic geophysical survey, by measuring the electromagnetic apparent conductivity corrected for local anomalies (wells, pipelines, etc.); over a 21.6 square mile area to assist in the delineating the extent of the saline-water contamination plumes. Uncontaminated ground-water in the area had total dissolved solids content ranging from 427-2,680 mg/L. The areas delineated by the ground water study as part of the brine contaminated plumes contained total dissolved solid levels as high as 91,100 mg/L. In July 1999, EPA took ground water samples from the wells at private homes within the area shown by the USGS study to have brine contamination. EPA found TDS levels at these homes to range from 1850 to 4890 mg/L.
6. EPA collected water samples at several of the home sites in the contamination area to determine if any

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contamination by hydrocarbons or volatile organic compounds (VOCs) was also a concern. Brine contamination plumes associated with oil and gas production operations will have remnants of hydrocarbons from the production formation. Samples taken by both EPA at the existing home sites and USGS at several monitoring wells showed benzene contamination. A sample taken at one home site had benzene contamination between 58-78 ug/L or 0.058-0.078 mg/L, while other samples taken at USGS monitoring wells in the field were between 1.58-4.86 ug/L or 0.00158-0.00486 mg/L.

7. Under the Primary Drinking Water Standards, the maximum contaminant level (MCL) for benzene, as set forth in 40 C.F.R. § 141.61, is 0.005 mg/L. Secondary Drinking Water Standards, as set out in 40 C.F.R. § 143.3, for dissolved-solids is 500 mg/L.
8. The presence and entry of benzene at levels as high as .078 mg/L in the Quaternary Deposits USDW may present an imminent and substantial endangerment to the health of persons.
9. Benzene is a known human carcinogen. A causal relationship between benzene exposure and leukemia has been clearly established. Benzene exposure has also been associated with cancer of the lymph system (lymphoma), lung cancer, and bladder (urothelial)

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cancer. Benzene may increase the risk of cancer in humans who are exposed at lower levels over a long period of time.

10. The presence and entry of dissolved-solids at levels between 10,000 and 91,100 mg/L where found in the Quaternary Deposits USDW may present an imminent and substantial endangerment to the health of persons.
11. Total dissolved solids in excess of 1,000-2,000 mg/L is unpalatable and will not be voluntarily consumed by individuals. If an individual has no other source of water and is forced to consume water with TDS levels over 10,000 mg/L, the adverse health effects include severe osmotic diarrhea and severe dehydration. Continued consumption after the onset of the above conditions may result in death.
12. Contaminants, including dissolved-solids and benzene are present in, entering, and are likely to continue to enter the Quaternary Deposits.
13. Based upon the data obtained regarding the geology in the affected area, the general direction of groundwater migration in the USDW and water quality assessments from monitoring and private wells, and review of historical land use in the area, EPA has determined that Respondents' oil production practices and/or equipment have caused or contributed and/or are continuing to cause or contribute to the endangerment

East Poplar Oil Field
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of a USDW.

14. EPA has consulted with the Assiniboine and Sioux Tribes of the Fort Peck Reservation prior to issuing this Order. The Tribes notified EPA that they have not taken an action to protect the health of persons from the contaminants that are likely to be present in the Quaternary Deposits USDW.
15. To date, no governmental action has been taken to protect the health of persons from the contaminants that are likely to be present in the Quaternary Deposits USDW due to Respondents' operations of their oil production operations. The State of Montana, which does not have jurisdiction in this case, has been contacted by EPA. The State notified EPA that it has not taken an action and does not intend to take an action in this case.
16. EPA, therefore, finds that the actions ordered below are authorized under Section 1431 of the Act, 42 U.S.C. §300(i), and are necessary in order to protect the health of persons.

V. PURPOSE

1. The purpose of this order is to describe actions which EPA believes necessary to remove the imminent and substantial endangerment to the health of persons located within the areas described in this order. EPA

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Page 10 of 19

believes that the actions necessary to remove the threat include, but may not be limited to, supplying permanent alternate water, identification of all the contaminant source(s), containment of the existing and on-going contaminants, and possible remediation of the existing and on-going contaminants.

2. EPA will approach the steps outlined in paragraph 1 (above) in a phased manner. Submission of the information required under paragraphs VI(1)(B) through VI(1)(E) of this Order is expected to provide EPA with more certainty regarding the specific sources of the contaminants and will allow for an opportunity under §1431(a) of the Safe Drinking Water Act to issue a subsequent Order to the parties specifically found to be responsible for the historic and/or on-going Quaternary aquifer contamination in the East Poplar Oil Field. EPA will focus any subsequent Order to include only those parties who are found to have causation clearly established with the present and/or on-going contamination.

VI. EMERGENCY ADMINISTRATIVE ORDER

1. Based on the foregoing findings, taking into account the imminent and substantial endangerment to the health of persons and other such matters as justice may require, as shown by the administrative record, and

East Poplar Oil Field
Page 12 of 19

(b) (6)

There may be a need to supply domestic water to additional residents, including other residents or locations drawing domestic water from the Quaternary

East Poplar Oil Field
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aquifer. Respondents, upon notification by EPA, shall deliver this water until such time as the local water source has been deemed by EPA as safe for consumptive use or a permanent alternative source of water is provided.

B. PREPARE AND SUBMIT WELL INFORMATION

The Respondents shall provide a historical record for each well listed and any other wells drilled, completed, reworked, converted, operated or plugged by Respondents within the sections of Township 28N and Range 51E, Sections 1, 2, 3, 4, 9, 10, 11, 12, 13, 14, 15, 16, 21, 22, 23, and 24. As information becomes available to Respondents, each Respondent shall submit the information to the EPA. At the latest, all information required from all Respondents shall be submitted by March 31, 2000. Attached is a list of wells known by Section, Township, and Range, and by company, for which, at a minimum, the Respondents must provide the well information listed below (Attachment #2). The drilling, construction, well rework, conversion, plugging and other pertinent records submitted shall include but not be limited to the information listed below. In each case service company records associated with each well activity shall be included. Respondents shall include information on each instance of well integrity failures, that involved

East Poplar Oil Field
Page 14 of 19

casing leaks, flow behind the casing and/or any fluids surfacing at or near the wellheads. Respondents shall include information listed below:

1. Well Name and API Identification Number
2. Well location
3. Current well status for each well.
 - a. Active, Shut-in, Temporarily Abandoned, Plugged
4. Well Construction Information
 - a. Date Well Drilled
 - b. Date Well Completed
 - c. Total Depth
 - d. Plug Back Depth
 - e. Drilling Record
 - f. Completion Record (include diagram)
 - g. Cementing Record (including estimated cement tops with assumptions for calculations and cement bond logs)
5. Well Rework Information
 - a. Date of Well Rework
 - b. Reason for Rework (If due to casing leak, location of leak if known)
 - c. Records of Well Logs and Tests Performed
 - d. Record of Rework
 - e. Date Well Recommenced Injection or Production
6. Temporarily Abandoned (TA) or Shut-in Wells Information
 - a. Date(s) Well Shut-in or TA
 - b. Reason for TA or Shut-in of Well
 - c. Was Well Shut-in or TA'd With the Equipment in the Well?
 - d. If Not, What Equipment Was Removed and When, Provide a Record of Work if Possible
 - e. Is the Well Capable of Resuming Injection or Production Without a Rework?
7. Well Conversion Information
 - a. Date(s) Well Converted from Production to Injection:
 - b. Date(s) Well Converted from Injection to Production
 - c. Record of Conversion Activity
8. Plugging and Abandonment Information
 - a. Plug and Abandonment Plan
 - b. Plugging Record
 - c. Were Any Problems Experienced During the Plugging Process, Involving Such Things as Pulling of Equipment, Setting Plugs, Water Flow to Surface?

East Poplar Oil Field
Page 15 of 19

C. PREPARE AND SUBMIT TANK AND PIPELINE INFORMATION

Respondents shall provide information on all current and past tanks, associated tank battery equipment, oil/water separators, and pipelines used in the East Poplar Oil Field for the production of oil and gas in the township, range, and sections listed Paragraph VI(1) (B) above, including but not limited to: Tank Batteries 8-D, 80-D, South Central, A, C, D, F, G, H, K, and R. As information becomes available to Respondents, each Respondent shall submit the information to the EPA. At the latest, all information required from all Respondents shall be submitted by March 31, 2000. Respondents shall provide the information listed below:

1. Location of tank
2. Tank size and construction
3. Duration of tank use
4. Information on leaking tank bottoms or any other type of tank integrity failure(s)
5. Information on spill incidents at or near the tanks and tank batteries, including those from unloading transport trucks into the tanks.
6. Location of all pipelines (identify as surface or subsurface)
7. Information on any leaks or spills from pipelines leading to and from the tanks and wells
8. Information on pipeline failures on the surface and subsurface.

D. PROVIDE INFORMATION ON PIT(S) USED IN THE PRODUCTION OF OIL OR GAS

Respondents shall provide information on all current and abandoned pits used for well construction, oil and gas production, well workovers, product and waste

East Poplar Oil Field
Page 16 of 19

storage, evaporation and disposal of fluid products and wastes in the sections listed for in the East Poplar Oil Field for the production of oil and gas in the township, range, and sections listed in Paragraph VI(1)(B) above. As information becomes available to Respondents, each Respondent shall submit the information to the EPA. At the latest, all information required from all Respondents shall be submitted by March 31, 2000.

Respondents shall include information on the construction for each pit, date pit constructed, duration of pit use, for what the pit was used, types of wastes placed in the pit, and, if abandoned, record of abandonment.

E. PROVIDE GEOLOGIC AND HYDROLOGIC FIELD INFORMATION
Respondents shall provide a formation depth cross section for the portion of the field drilled, constructed, operated, and/or plugged well(s) by each Respondent. Respondents shall provide information on all formations found to contain water above the injection or production formation being used by their wells. Respondents shall provide information on formation pressures for production and/or injection formations, over a time line from well construction to well plugging. As information becomes available to Respondents, each Respondent shall submit the

East Poplar Oil Field
Page 17 of 19

information to the EPA. At the latest, all information required from all Respondents shall be submitted by March 31, 2000.

2. Unless otherwise specified, all reports and notifications herein required shall be submitted to:

Nathan Wiser
U.S. Environmental Protection Agency
Office of Enforcement, Compliance
and Environmental Justice
Technical Enforcement Program (SENF-T)
999 18th Street, Suite 500
Denver, Colorado 80202-2466
Telephone (303) 312-6211

VII. GENERAL PROVISIONS

1. The provisions of this order shall apply to and be binding upon Respondents, their officers, directors, agents, successors and assigns. Notice of this Order shall be given to any successors in interest prior to transfer of any of the oil and gas facilities or their operation. Action or inaction of any persons, firms, contractors, employees, agents, or corporations acting under, through or for Respondents, shall not excuse any failure of Respondents to fully perform their obligations under this Order.
2. This Order does not constitute a waiver, suspension, or modification of the requirements of any federal statute, regulation, or condition of any permit issued thereunder, including the requirements of the Safe

East Poplar Oil Field
Page 18 of 19

Drinking Water Act, which remain in full force and effect. Issuance of this Order is not a waiver by EPA to forgo any additional administrative, civil, or criminal action(s) otherwise authorized under the Act.

3. Violation of any term of this Order may subject Respondents to an administrative civil penalty of up to \$15,000 for each day in which such violation occurs or failure to comply continues pursuant to §1431(b) of the Act, 42 U.S.C. §300i(b). In addition, actions or omissions which violate any requirements of the SDWA or its implementing regulations may subject Respondents to a civil penalty of not more than \$27,500 per day per violation pursuant to §1423 of the Act, 42 U.S.C. §300h-2.
4. This Emergency Administrative Order is a final agency action by EPA.
5. This Emergency Administrative Order is binding on all Respondents, and each Respondent is jointly and severally liable hereunder.

East Poplar Oil Field
Page 19 of 19

6. The effective date of this Order shall be the date of issuance.

Issued this 5th day of NOVEMBER, 1999.

Connally E. Mears

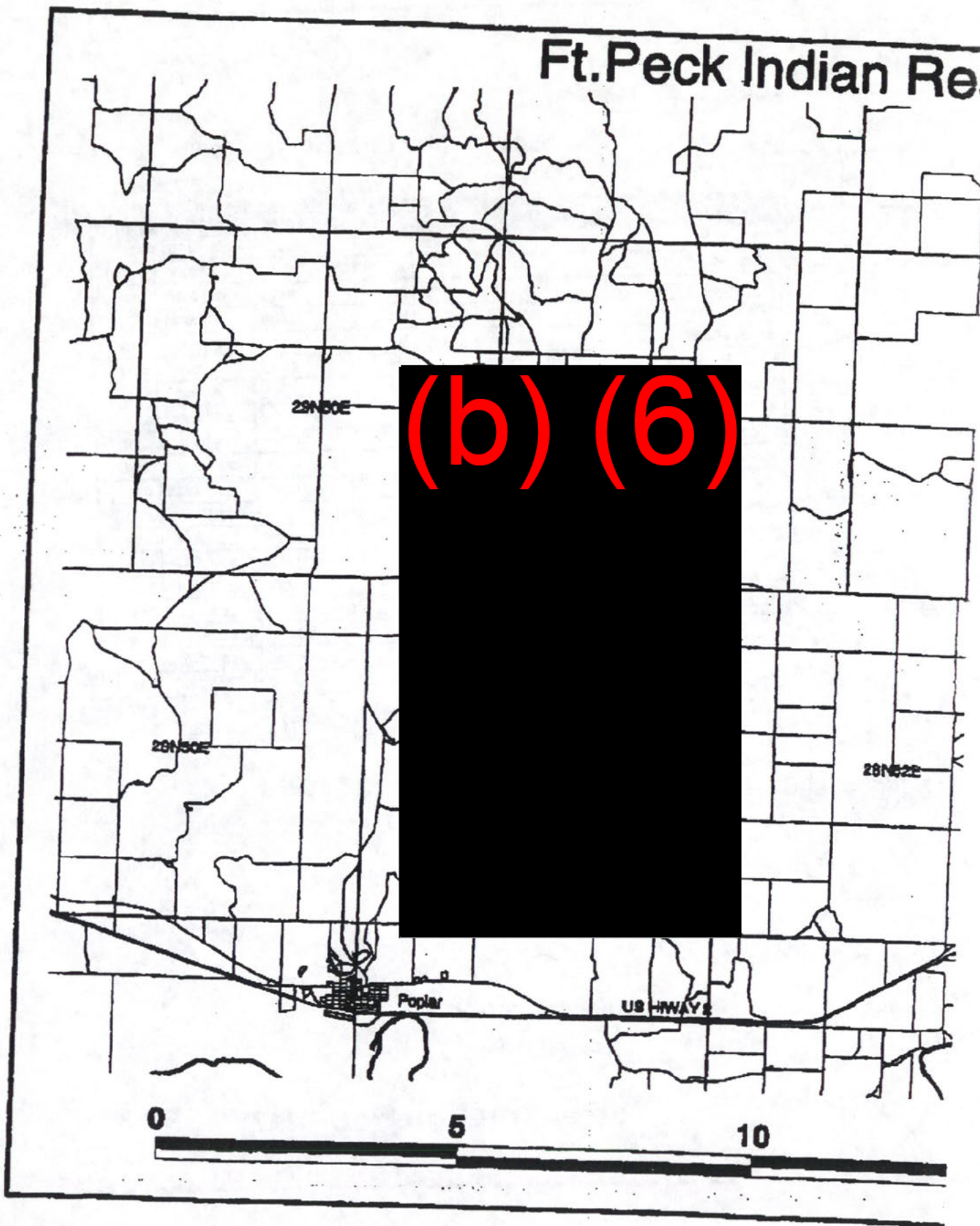
Connally E. Mears, Director
Technical Enforcement Program
Office of Enforcement, Compliance,
and Environmental Justice
United States Environmental Protection
Agency, Region 8

Michael T. Wisner

Michael T. Wisner, Director
David J. Sanik, Supervisory Attorney
Legal Enforcement Program
Office of Enforcement, Compliance,
and Environmental Justice
United States Environmental Protection
Agency, Region 8

ATTACHMENT 1

Ft. Peck Indian Res



vation

East Poplar Unit, Homeowners

(b) (6)



- Homesites
- ▭ Roads
- ▭ Township
- ▭ Reservation Boundary 1988

15 Miles



ATTACHMENT 2

WELL LIST BY COMPANY

Murphy Oil Corporation

Murphy Oil USA, Inc.

Murphy Exploration & Production Company

Provide the information required above for those wells listed below and all other wells constructed, operated, or plugged in the sections listed below:

East Poplar Oil Field Near Poplar, Montana in T28N R51E Sections 1, 2, 3, 4, 9, 10, 11, 12, 13, 14, 15, 16, 21, 22, 23, and 24.

LOCATION	WELL NAME
Sec 1 T28N R51E	
C SW NW	Murphy 3
C SW NE	Murphy 99
NE SE	Murphy 76
Sec 2 T28N R51E	
SW NE	Murphy 1
C SE NW	Murphy 18 Also known as: Zimmerman EPU #18 or the 7-B Well
SW NE	Murphy 2-D Also known as: EPU 2-D
SE SE	Zimmerman EPU 116 - New Well
C SW SW	Zimmerman EPU #5 Also known as Murphy #5 or the 7-A Well
C SE SE	Murphy 17
Sec 3 T28N R51E	
SW NW	Murphy 80-D Also known as: Tribal Unit #80-D
	Murphy 82
C SW SE	Murphy 12

C SE SE	Murphy 14
SEC 4 T28N R51E	
SW NW	Murphy 59-D
C SW NE	Murphy 45
Sec 9 T28N R51E	
SE NE	Murphy 67
Sec 10 T28W R51E	
NW NW	Murphy 11
NW NE	Polumbus (Huber) 4
NW NE (50 feet east of Huber #4)	Polumbus (Huber) 4-A
NE	Polumbus (Huber) 1-W
NE NE	Polumbus (Huber) 3
SE NW	Murphy 13
SW NE	Polumbus (Huber) 2
SE SW NE	Murphy 5
SW NW	Polumbus (Huber) 1
C NW SE	Murphy 8-D
E SW NE	(Murphy) Huber 5 SWD Previously known as the Huber 5 (Production)
NE SE	Murphy 6
Sec. 11 T28W R51E	
NWNW	Murphy 15
SW NW	Murphy 7 also known as EPU #7
SW NE	Murphy 68
C SW SW	Murphy 9
SW SE	Murphy 100
Sec. 12 T28N R51E	
SW SW	Murphy 24
SW NE	Murphy 61

Sec. 13 T28N R51E	
SE SW	Murphy 74
Sec. 14 T28N R51E	
C NW	Murphy 101 Also called the Tribal 101
SW SW NE	Murphy 20 Also called the Unit 20
SW SE	Murphy 104 Also called the Tribal 104
SW SW SW	Murphy 22 Also known as the Tribal Unit 22 and EPU 22
Sec. 15 T28N R51E	
C SW NE	Murphy 32 Also known as EPU32
Sec. 22 T28N R51E	
C NW NE	TXO -1 Also known as Buckles "B" #1
NW SE NW	Buckles SWD #1 Also known as TXO-SWD-1
C SE NW	Buckles A-1
SW SE	Tribal Unit #72 Also known as Murphy 72
Sec. 23 T28N R51E	
C SW NE	Murphy 26 (Also known as Fed. Unit #26)
C NW SW	Fed. Unit 55 Also known as Murphy 55

NE NE SW	Fed. Unit 3-G Also known as Murphy 3-G
Sec. 24 T28N R51E	
SW SW	Murphy 44
Sec. 27 T28N R51E	
C SW NE	Federal unit #63 Also known as BPU 63 or Murphy 63

Pioneer Natural Resources Company

for Mesa Petroleum Co.

Provide the information required above for those well(s) listed below and all other wells constructed, operated, or plugged in the sections listed below:

East Poplar Oil Field Near Poplar, Montana in T28N R51E Sections 1, 2, 3, 4, 9, 10, 11, 12, 13, 14, 15, 16, 21, 22, 23, and 24.

(Respondent must also provide information on the relief well drilled near the Mesa Biere 1-22. Respondent must submit information on its location, depth, type of use, duration of use, and the plugging records.)

Sec. 22 T28N R51E	
C NW SW	Biere 1-22 Also know as: Mesa Biere 1-22.
SW NW SW	Biere 1-W SWD Also known as: Mesa 1-W(Biere)

AMARCO Resources Company

Provide the information required above for those well(s) listed below and all other wells constructed, operated, or plugged in the sections listed below:

East Poplar Oil Field Near Poplar, Montana in T28N R51E Sections 1, 2, 3, 4, 9, 10, 11, 12, 13, 14, 15, 16, 21, 22, 23, and 24.

(Respondent must also provide information on the relief well drilled near the Mesa Biere 1-22. Respondent must submit information on its location, depth, type of use, duration of use, and the plugging records.)

Sec. 22 T28N R51E	
C NW SW	Biere 1-22 Also known as: Mesa Biere 1-22
Sec. 27 T28N R51E	
C NW NW	Federal 1-27 Also known as: AMARCO Schmidt 1-27

W.R. Grace & Co.-Conn.

For: Polumbus Corporation/Polumbus Company

Provide the information required above for those well(s) listed below and all other wells constructed, operated, or plugged in the sections listed below:

East Poplar Oil Field Near Poplar, Montana in T28N R51E Sections 1, 2, 3, 4, 9, 10, 11, 12, 13, 14, 15, 16, 21, 22, 23, and 24.

Sec. 10 T28N R51E	
NW NE	Polumbus (Huber) 4
NW NE (50 east of Polumbus 4)	Polumbus (Huber) 4-A
NE	Polumbus (Huber) 1-W
NE NE	Polumbus (Huber) 3
SE NW	Polumbus 13 Also known as: Murphy 13
SW NE	Polumbus (Huber) 2
SE SW NE	Polumbus 5 Also known as: Murphy 5
E SW NE	Huber 5 SWD Known as: Murphy 5 SWD Huber 5 Production well
SE NE SE	Grace 110x Also known as: EPU 110x-D

Marathon Oil Company

**For: Texas Oil & Gas Corp.
Trade name TXO Production Corp.**

Provide the information required above for those well(s) listed below and all other wells constructed, operated, or plugged in the sections listed below:

East Poplar Oil Field Near Poplar, Montana in T28N R51E Sections 1, 2, 3, 4, 9, 10, 11, 12, 13, 14, 15, 16, 21, 22, 23, and 24.

Sec. 22 T28N R51E	
C NW NE	TXO -1 Also known as Buckles "B" #1
NW SE NW	Buckles SWD #1 Also known as TXO-SWD-1
C SE NW	Buckles A-1

SPEC-Altamont Corporation

For: Tenneco Oil Company Inc./ Tenneco-Altamont Corporation

Provide the information required above for those well(s) listed below and all other wells constructed, operated, or plugged in the sections listed below:

East Poplar Oil Field Near Poplar, Montana in T28N R51E Sections 1, 2, 3, 4, 9, 10, 11, 12, 13, 14, 15, 16, 21, 22, 23, and 24.

Sec. 25 T28N R51E	
NW SW NE	Tenneco 1 Also known as G. Morse #1

CERTIFICATE OF SERVICE
Docket No. SDWA-8-99-68

I hereby certify that the original and a true copy of the Emergency Administrative Order was hand-carried to the Regional Hearing Clerk, EPA Region VIII, 999 18th Street, Denver, Colorado, and that a true copy of the same was sent via Certified Mail Return Receipt Requested mail to:

AMARCO Resources Corporation
S.O.S.
2920 One Main Place
Dallas, TX 75250

W.R. Grace and Company - Conn.
Prentice Hall Corporation System, Inc.
P.O. Box 1691
Helena, MT 59624-1691

Marathon Oil Company
CT Corporation System
40 West Lawrence, Suite A
Helena, MT 59624-1166

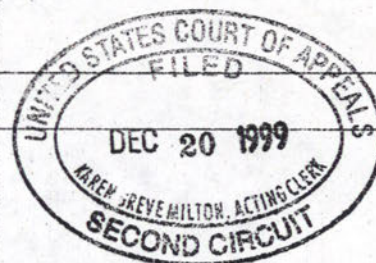
Murphy Exploration and Production Company
CT Corporation System
40 West Lawrence, Suite A
P.O. Box 1166
Helena, MT 59624-1166

Pioneer Natural Resources USA, Inc.
CT Corporation System
40 West Lawrence, Suite A
Helena, MT 59624-1166

Dated: November 5, 1999

By: Judith Mc Ternan
Judith McTernan

IN THE UNITED STATES COURT OF APPEALS
FOR THE SECOND CIRCUIT



W.R. GRACE & CO. – CONN.,

Petitioner,

v.

UNITED STATES ENVIRONMENTAL
PROTECTION AGENCY,

Respondent.

No. 99-4223

PETITION FOR REVIEW

PETITIONER, W.R. Grace & Co. – Conn., a Connecticut corporation ("Grace"), hereby petitions the Court pursuant to Section 1448 of the Public Health Service Act ("PHSA") as amended by the Safe Drinking Water Act, 42 U.S.C. § 300j-7(a), and Sections 701 through 705 of the Administrative Procedures Act, 5 U.S.C. §§ 701-705, to review the order issued to Grace on November 5, 1999, by the United States Environmental Protection Agency Region 8, entitled "First Amended Emergency

Wallace
King
&
Marraro
Branson

WALLACE KING MARRARO & BRANSON, PLLC
1050 THOMAS JEFFERSON STREET, N.W.
WASHINGTON, DC 20007

Phone 202.204.1000
Fax 202.204.1001

CHRISTOPHER H. MARRARO
Direct Dial 202.204.3720
cmarraro@wallaceking.com

December 20, 1999

By Hand

Carolyn Clark Campbell
Office of the Clerk
United States Court of Appeals
for the Second Circuit
U.S. Courthouse, Room 1802
40 Foley Square
New York, NY 10007-1561

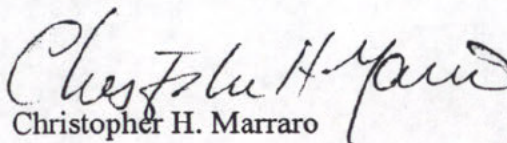
Re: W.R. Grace & Co. v. U.S. Environmental Protection Agency

Dear Ms. Campbell:

Enclosed for filing in the above-captioned case are the original and five copies of a Petition for Review, a copy of the U.S. EPA Region 8 Order to W.R. Grace, and the filing fee of \$100.00. Please file stamp the extra copy and return it in the enclosed self-addressed, stamped envelope. Applications for admission to the Court for Christopher H. Marraro and David Dorsen are also enclosed, along with a check in the amount of \$80.00 for application fees.

If you have any questions regarding this petition, please call me.

Sincerely,


Christopher H. Marraro

CHM/kdc
Enclosures

cc: Service List

Received
Office of Enforcement

DEC 27 1999

Compliance & Env. Justice

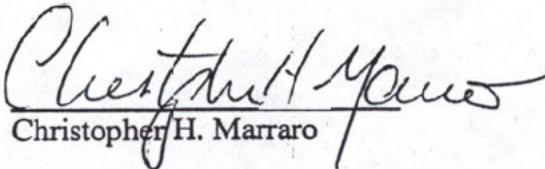
CERTIFICATE OF SERVICE

I certify that copies of the foregoing Petition to Review was served this 20 day of December, 1999, by first class mail, postage prepaid, on the following:

The Honorable Carol M. Browner
Administrator
U.S. Environmental Protection Agency
Waterside Mall
401 M Street, S.W.
Washington, DC 20460

Nathan Wiser
Office of Regional Counsel
U.S. Environmental Protection Agency
Region 8
999 18th Street, Suite 500
Denver, CO 80202-2466

Lois Schiffer, Assistant Attorney General and
Head of Environment and Natural Resources Division
U.S. Department of Justice
Room 2718
950 Pennsylvania Avenue, N.W.
Washington, D.C. 20530


Christopher H. Marraro

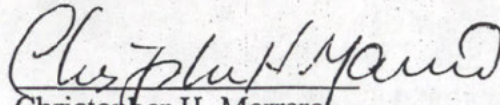
Administrative Order" issued under Section 1431 of the Safe Drinking Water Act

(1996)."

Dated: December 21, 1999

Of Counsel:
David Cleary
Senior Environmental Counsel
W.R. Grace & Co.
6401 Poplar Avenue
Suite 301
Memphis, TN 38119
(901) 820-2039

Respectfully submitted,


Christopher H. Marraro
David Dorsen

Wallace King Marraro & Branson
1050 Thomas Jefferson Blvd.
Suite 500
Washington, DC 20007
(202) 204-1000

Attorneys for Petitioner,
W.R. Grace & Co.

UNITED STATES COURT OF APPEALS

FOR THE SECOND CIRCUIT
UNITED STATES COURT HOUSE
40 FOLEY SQUARE
NEW YORK 10007

KAREN GREVE MILTON
ACTING CLERK

Date: December 22, 1999

To: Nathan Wiser, Esq.
Office of Regional Counsel
U.S. Environmental Protection Agency
Suite 500
999 18th Street
Region 8
Denver, CO 80202-2466

Re: W.R.Grace & Co v. EPA

USCA Docket No: 99-4223
AGENCY No: SDWA-8-99-68

Dear Counsel:

Please be advised that a petition to review an order of the EPA been filed in this court.

A copy of the petition is enclosed herewith.

Please acknowledge receipt of the copy of the petition on the copy of this letter also enclosed herewith and return to me.

KAREN GREVE MILTON, Acting Clerk

By: _____
Donna J. Morgan-Steele
Deputy Clerk, USCA

Enclosures

UNITED STATES COURT OF APPEALS
FOR THE SECOND CIRCUIT
UNITED STATES COURT HOUSE
40 FOLEY SQUARE
NEW YORK 10007

KAREN GREVE MILTON
ACTING CLERK

Docketing Letter - Agency Petition For Review

DATE: December 22, 1999

Nathan Wiser, Esq.
Office of Regional Counsel
U.S. Environmental Protection Agency
Suite 500
999 18th Street
Region 8
Denver, CO 80202-2466

Re: 99-4223 W.R.Grace & Co v. EPA

Agency No: SDWA-8-99-68

Deputy Clerk: Donna J. Morgan-Steele

Telephone: (212) 857-8544

Dear Counsel:

We have today docketed a petition for review filed by **Petitioner** W.R.Grace & Co. Conn in the above referenced case as docket number 99-4223. This docket number must appear on all documents related to this case which are submitted to this Court. Enclosed are a copy of our docket sheet including the caption page, and instructions regarding the filing and processing of an appeal in this Court. Also enclosed is an acknowledgement letter. **Please return the enclosed acknowledgement within ten days of the date of this letter with the following information:**

YOUR CORRECT ADDRESS AND TELEPHONE NUMBER: Please check the enclose attorney listing page of the docket sheet and advise this Court of any incorrect information in writing on the enclosed acknowledgement form. **THE COURT WILL GIVE NOTICE OF SERVE COPIES OR ORDERS TO ONLY ONE COUNSEL PER PARTY (OR GROUP OF COLLECTIVELY REPRESENTED PARTIES.) COUNSEL ARE REQUIRED TO DESIGNATE ON THE ATTACHED ACKNOWLEDGEMENT LETTER A LEAD ATTORNEY TO ACCEPT ALL NOTICE FROM THIS COURT IN THIS APPEAL, WHO WILL, IN TURN, BE RESPONSIBLE FOR NOTIFYING ANY ASSOCIATED COUNSEL.**

CAPTION: Attached is the full caption in this matter.
Please review this attachment carefully and promptly advise this Court

of any discrepancies in writing on the enclosed acknowledgement form.

APPELLATE DESIGNATIONS: Please review whether your client is correctly listed as petitioner or respondent in the party listing page of the docket sheet and in the caption. Should you believe there is an error, please advise in writing on the acknowledgement form. Timely submission of the acknowledgment form will be constituted as compliance with the requirement to file a Representation Statement set forth in Rule 12(b) of the Federal Rules of Appellate Procedure.

Please read the enclosed instructions. If you have any questions with regard to this pending appeal, please call the Deputy Clerk whose name is given above.

Sincerely,

KAREN GREVE MILTON,
ACTING CLERK

Enclosures: USCA Docket Sheet, including Caption Page
 Instructions
 Acknowledgement Form

ACKNOWLEDGEMENT LETTER - AGENCY CASE

Return this letter to Court within 10 days of date of docketing letter.

Re: 99-4223 W.R.Grace & Co v. EPA

Dear **Donna J. Morgan-Steele** , Deputy Clerk:

This is to acknowledge receipt of your docketing letter in the above case. I acknowledge that I am the (Lead) attorney of record for:

My **NAME, ADDRESS** and **PHONE NUMBER** on your court records is:

___ Correct

___ Incorrect. Please amend your record as follows:

Name: _____
Firm: _____
Address: _____

Telephone: _____

The **CAPTION** as indicated is:

___ Correct.

___ Incorrect. See attached caption page **WITH CORRECTIONS**.

The **APPELLATE DESIGNATION** (Petitioner or Respondent) assigned to my client is:

___ Correct.

___ Incorrect. My client(s): _____

Should be listed as: _____

___ Incorrect. My clients do not wish to participate in this appeal.

I have read the instructions enclosed with the docketing letter.

Sincerely,

(Signature)

agrwdkt_frm

Nathan Wiser, Esq.
Office of Regional Counsel
U.S. Environmental Protection Agency
Suite 500
999 18th Street
Region 8
Denver, CO 80202-2466

Received
Office of Enforcement
DEC 27 1999
Compliance & Env. Justice

GENERAL DOCKET FOR
Second Circuit Court of Appeals

Court of Appeals Docket #: 99-4223

Filed: 12/20/99

Nsuit: 0

W.R.Grace & Co v. EPA

Appeal from: Environmental Protection Agency

Case type information:

- 1) Agency
- 2) petition for review
- 3) none

Lower court information:

District: 0090-01: SDWA-8-99-68
Date Filed: **/**/**
Date order/judgment: **/**/**
Date NOA filed: **/**/**

Fee status: paid

Prior cases:

None

Current cases:

None

Panel Assignment:

Proceedings include all events.
99-4223 W.R.Grace & Co v. EPA

W.R. GRACE & CO. CONN.
Petitioner

Christopher H. Marraro, Esq.
202-204-1000
Suite 500
[COR LD NTC ret]
David Dorsen, Esq.
202-204-1000
Suite 500
[COR LD NTC ret]
Wallace, King, Marraro
& Marraro
1050 Thomas Jafferson Blvd
Washington, DC 20007

v.

UNITED STATES ENVIRONMENTAL
PROTECTION AGENCY
Respondent

Lois J. Schiffer, Esq.
202-514-1442
[COR LD NTC ret]
U.S. Dept. of Justice
Environment & Natural Resources
Division
10th & Pennsylvania Ave., NW
Washington, DC 20530

Nathan Wiser
Suite 500
[COR LD NTC ret]
Office of Regional Counsel
U.S. Environmental Protection
Agency
999 18th Street
Region 8
Denver, CO 80202-2466

Proceedings include all events.
99-4223 W.R.Grace & Co v. EPA

Official Caption 1/

Docket No. [s] : 99-4223

W.R. GRACE & CO. CONN.

Petitioner,

v.

UNITED STATES ENVIRONMENTAL PROTECTION AGENCY,

Respondent.

Authorized Abbreviated Caption 2/

Docket No. [s] : 99-4223

W.R. GRACE & CO. CONN v EPA

- 1/ Fed. R. App. P. Rule 12 [a] and 32 [a].
2/ For use on correspondence and motions only.

Proceedings include all events.
99-4223 W.R.Grace & Co v. EPA

12/20/99 Case Docketed: Petition for review of agency order on behalf of Petitioner W.R. Grace & Co. Con filed. [99-4223] (ag40)

12/20/99 Copy of agency EPA decision and order filed. (ag40)

12/20/99 Copy of receipt re: payment of docketing fee filed on behalf of Petitioner W.R. Grace & Co. Con. Receipt #: 161426. [99-4223] (ag40)

12/20/99 Served copy of petition under cover letter on respondent. (ag40)



UNITED STATES ENVIRONMENTAL PROTECTION AGENCY
WASHINGTON, D.C. 20460

JAN 7 2000

OFFICE OF
GENERAL COUNSEL

MEMORANDUM

SUBJECT: Safe Drinking Water Act Appeal--*W.R. Grace & Co. v. U.S. Environmental Protection Agency*, (2nd Circuit)

FROM: Susan G. Lepow *SL*
Associate General Counsel
Water Law Office (2355A)

TO: Steven A. Herman
Assistant Administrator for Enforcement and Compliance Assurance (2201A)

J. Charles Fox
Assistant Administrator for Water (4101)

William P. Yellowtail, Jr.
Regional Administrator
Region 8

On December 20, 1999, W.R. Grace & Co. (Grace) petitioned the U.S. Court of Appeals for the Second Circuit for review of an EPA "imminent and substantial endangerment" emergency order under section 1431 of the Safe Drinking Water Act (SDWA). The order, issued to a number of oil and gas exploration and production companies including Grace, revokes and supersedes an earlier order, issued September 30, 1999. The order addresses issues concerning the contamination of the Quaternary Deposits, an Underground Source of Drinking Water (USDW), around the area of the East Poplar Oil Field within the Fort Peck Indian Reservation. EPA has determined that Grace's operation of oil and gas production facilities in this area has caused and contributed to an endangerment of the USDW. The order requires Grace to provide temporary safe drinking water to identified residences, submit well, tank pipeline and pit information and submit geologic and hydrologic field information.

Received
Office of Enforcement

JAN 11 2000

Compliance & Env. Justice



Printed on Recycled Paper

We have assigned this case to Richard Witt at (202-564-5496). He will be working with the Office of Regional Counsel attorney responsible for the underlying matter, Jim Eppers (303-312-6893).

Attachments

cc: Cynthia Dougherty (4601)
Bill Diamond (4606)
Eric Schaeffer (2241A)
Brian Maas (2243A)
Betsy Devlin (2243A)
Tom Speicher, Region 8
✓ Nathan Wiser, Region 8
Jim Eppers, Region 8



UNITED STATES ENVIRONMENTAL PROTECTION AGENCY

REGION 8
999 18TH STREET - SUITE 500
DENVER, CO 80202-2466
<http://www.epa.gov/region08>

Wiser, 8ENF-T

JAN 11 2000

Ref: ENF-L

MEMORANDUM

SUBJECT: Petition For Review Filed By W.R. Grace & Co. - Conn of First Amended
Emergency Administrative Order under Section 1431 of the SDWA (Docket No
SDWA-8-99-68

FROM: Michael T. Risner *Michael T. Risner*
Director, Legal Enforcement Program
Office of Enforcement, Compliance and Environmental Justice

Thomas A. Speicher *Thomas A. Speicher*
Regional Counsel
Office of Regional Counsel

TO: Eric V. Schaeffer
Director
Office of Regulatory Enforcement (ORE)

Susan G. Lepow
Assistant General Counsel
Office of General Counsel (OGC)

The purpose of this memorandum is to inform you that W.R. Grace & Co. - Conn (Grace) filed on December 20, 1999, a Petition to Review the subject order in the United States Court of Appeals for the Second Circuit (New York). Attached hereto are copies of Grace's petition, Region 8's Emergency Order dated November 5, 1999, and letters and an acknowledgment form from the Court's Acting Clerk..

EPA's SDWA (Section 1431) Emergency Order that is being appealed is based on contamination of ground water in and around the East Poplar Oil Field which is near the Town of Poplar, MT. The oil field and contaminated areas are both within the exterior boundary of the Fort Peck Indian Reservation, home of the Assiniboine and Sioux Tribes. The Tribes are pleased that EPA took the action and have been and continue to be a significant help to EPA in this matter.

EPA identified the presence of benzene and a significant increase in the total dissolved solids levels in the Quaternary Deposits which is an Underground Source of Drinking Water



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(USDW) and those contaminants may present an imminent and substantial endangerment to the health of local residents who drink and use the contaminated water. EPA also determined that the operations of the oil and gas production facilities in the East Poplar Oil Field have caused or contributed and/or are continuing to cause or contribute to the endangerment of the USDW. In a nutshell, the Order requires Grace and four other oil companies to provide temporary safe drinking water to identified residences and to submit information about the companies' operations, including, but not limited to wells, tanks, pipelines and pits. Additionally, geologic and hydrologic field information is required to be submitted by the companies.

Our information is that Grace is the only company which appealed the order. Copies of Grace's Petition to Review were served on EPA's Carol Browner and the Department of Justice's Lois Schiffer. Chris Vaden of the Department of Justice was contacted by Region 8 enforcement attorney Jim Eppers on Friday January 7, 2000. Mr. Eppers briefed Mr. Vaden, already in possession of a copy of the petition package through Ms. Schiffer, on further details of the case and requested that DOJ's Eve Wilkerson-Baron be assigned to this case. Ms. Wilkerson-Baron defended EPA in the Trinity case and currently is defending EPA in another SDWA §1431 Emergency Order (Region 5) appeal filed by Grace.

Attachments

cc: Jim Eppers 8ENF-L
David Janik 8ENF-L
Nathan Wiser 8ENF-T
Steven Moores 8RC

UNITED STATES COURT OF APPEALS
FOR THE SECOND CIRCUIT
UNITED STATES COURT HOUSE
40 FOLEY SQUARE
NEW YORK 10007

KAREN GREVE MILTON
ACTING CLERK

MANDATE

AGENCY#: SDWA-8-99-68

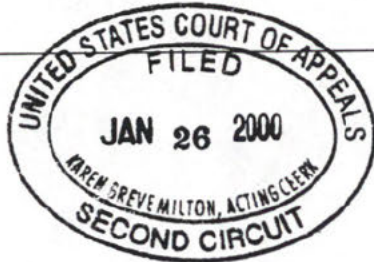
AGENCY: EPA

At a stated Term of the United States Court of Appeals for the
Second Circuit, held at the United States Courthouse, Foley Square, in
the City of New York, on the 26 day of January
two thousand

W.R. Grace & Co

v.

EPA



Docket No. 99-4223

The Civil Appeals Management Plan of this Court directs that within ten (10) days after filing a Petition for Review or Application for Enforcement of an agency order, the Petitioner shall file and serve a Pre-Argument Statement Form (Form C/A), pay the docketing fee, and, that in the event of default of either of these requirements, the Clerk may dismiss the petition/application without further notice.

The Petitioner herein, having not so proceeded,
Upon consideration thereof, it is
ORDERED that the Petition for Review/Application for Enforcement of
an order of the above entitled matter be, and it hereby is **DISMISSED**.

A TRUE COPY

Karen Greve Milton
ACTING CLERK

KAREN GREVE MILTON, Acting Clerk

Donna J. Morgan-Steele
By: Donna J. Morgan-Steele
Deputy Clerk, USCA

ISSUED AS MANDATE:

JAN 26 2000

Nathan Wiser, Esq.
Office of Regional Counsel
U.S. Environmental Protection Agency
Suite 500
999 18th Street
Region 8
Denver, CO 80202-2466

Wallace
King
Marraro
Branson

WALLACE KING MARRARO & BRANSON, PLLC
1050 THOMAS JEFFERSON STREET, N.W.
WASHINGTON, DC 20007

Phone 202.204.1000
Fax 202.204.1001

CHRISTOPHER H. MARRARO
Direct Dial 202.204.3720
cmarraro@wallaceking.com

February 2, 2000

By Federal Express

Ms. Donna J. Morgan-Steele
Deputy Clerk
United States Court of Appeals
for the Second Circuit
U.S. Courthouse, Room 1802
40 Foley Square
New York, NY 10007-1561

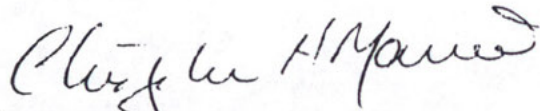
Re: W.R. Grace & Co.-Conn. v. U.S. Environmental Protection Agency
Docket #99-4223

Dear Ms. Campbell:

Enclosed for filing in the above-captioned case are the original and five copies of a Motion for Reinstatement of Appeal, together with the Declaration of Christopher H. Marraro, and completed Pre-Argument Statement. Please file stamp one copy and return in the addressed and stamped envelope.

If you have any questions, please call me at (202) 204-3720.

Sincerely,



Christopher H. Marraro

CHM/kdc
Enclosures

cc: Service List

**UNITED STATES COURT OF APPEALS
FOR THE SECOND CIRCUIT**

Received
Office of Enforcement

ORIGINAL

Each motion should be accompanied by a supporting affidavit with statement of issues. (Local Rule 27(a))
Include brief statement of facts with page references to the moving papers.

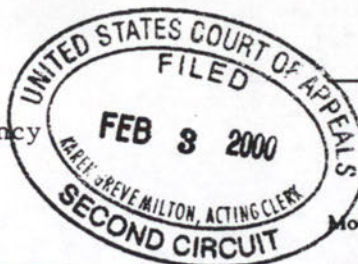
Compliance & Env. Justice

99-4223

W.R. Grace & Co.- Conn.
Petitioner

V.

U.S. Environmental Protection Agency
Respondent



Docket Number

MOTION INFORMATION FORM

Use short title

Motion for Reinstatement of Appeal

MOTION BY: (Name, address and tel. no. of law firm
and of attorney in charge of case)

Christopher H. Marraro
Wallace King Marraro & Branson PLLC
1050 Thomas Jefferson St., N.W.
Washington, D.C. 20007 (202) 204-3720

Has consent of opposing counsel:

A. been sought? ☒ Yes ☐ No
B. been obtained? ☐ Yes ☒ No

Has service been effected? ☒ Yes ☐ No

Is oral argument desired? ☐ Yes ☒ No
(Substantive motions only)

Requested return date: _____

(See Second Circuit Rule 27(b).)

Has argument date of appeal been set:

A. by scheduling order? ☐ Yes ☒ No
B. by firm date/argument notice? ☐ Yes ☐ No
C. If yes, enter date: _____

OPPOSING COUNSEL: (Name, address and tel. no. of law firm
and of attorney in charge of case)

Christopher Vaden
U.S. Department of Justice
PO Box 23986
Washington, D.C. 20026-3986 (202) 514-4438

**EMERGENCY MOTIONS, MOTIONS FOR STAYS
& INJUNCTIONS PENDING APPEAL** N/A

Has request for relief been made below? ☐ Yes ☐ No
(See F.R.A.P. Rule 8.)

Any previous request for similar relief
made to the 2nd Circuit? ☐ Yes ☐ No

Would expedited appeal eliminate need
for this motion? ☐ Yes ☐ No

If no, explain why not:

Will the parties agree to maintain the
status quo until the motion is heard? ☐ Yes ☐ No

Judge or agency whose order is being appealed: U.S. Environmental Protection Agency

Brief statement of the relief requested:

Reinstatement of Appeal after Dismissal for failure to file and serve a Pre-Argument
Statement Form (Form C/A)

Christopher H. Marraro
By: (Signature of Attorney)

Signed name must be printed beneath.
Christopher H. Marraro

W.R. Grace & Co.-Conn.

Appearing for: (Name of Party)

Appellant or Petitioner: ☒ Plaintiff ☐ Defendant

Appellee or Respondent: ☐ Plaintiff ☐ Defendant

Date: February 2, 2000

ORDER

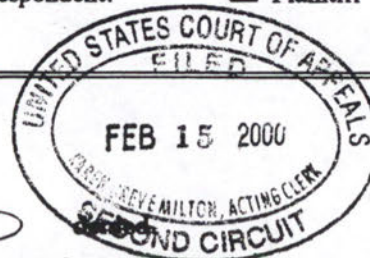
Kindly leave this space blank.

BEFORE:

IT IS HEREBY ORDERED that the motion be and it hereby is granted

FEB 15 2000

Date



For the Court: Karen Greve Milton, Acting
CAROLYN CLARK CAMPBELL, CLERK

By: Lisa J. Greenberg
Lisa J. Greenberg, Staff Counsel

IN THE UNITED STATES COURT OF APPEALS
FOR THE SECOND CIRCUIT

W.R. GRACE & CO. – CONN.,

Petitioner,

v.

UNITED STATES ENVIRONMENTAL
PROTECTION AGENCY,

Respondent.

No. 99-4223

DECLARATION OF CHRISTOPHER H. MARRARO
IN SUPPORT OF MOTION FOR REINSTATEMENT OF APPEAL

Christopher H. Marraro, under penalty of perjury, declares as follows:

1. I am a member of the law firm of Wallace King Marraro & Branson, PLLC, counsel for Petitioner W.R. Grace & Co.-Conn. ("Grace") in this appeal.
2. On December 20, 1999, I filed a Notice of Appeal in the Second Circuit Court of Appeal on behalf of Grace. The appeal challenges an Order of the U.S. Environmental Protection Agency ("EPA"), which was issued to Grace on November 5, 1999.
3. The Notice of Appeal was timely filed with this Court in accordance with the "Judicial Review" provisions of the Safe Drinking Water Act ("SDWA"), 42 U.S.C. § 300j. The "Judicial Review" provisions of the SDWA require

that appeals of such orders be filed in the Circuit Court of Appeals within 45-days of the final Agency action.

4. At the time the Notice of Appeal was filed, no member of this firm was admitted to practice before the Second Circuit Court of Appeals. An Application for Admission to Practice before this Court accompanied the Notice of Appeal. My Application for Admission is currently pending before this Court.

5. Because no member of the firm was admitted to practice before the Second Circuit Court of Appeals, I spoke with the Office of the Clerk before filing the appeal and was informed that an Application for Admission to practice should be filed with the Notice of Appeal. I also understood from this discussion that until the Application for Admission was granted, we were not authorized to file additional papers with the Court.

6. I mistakenly understood from my discussions with the Office of the Clerk that the filing of the Pre-Argument Statement needed to await the granting of our Application for Admission to practice before the Court.

7. On January 31, 2000, I received an Order from the Court dismissing the appeal for failure to file the Pre-Argument Statement (Form C/A) within the prescribed period (Exhibit A).

8. Attached to the Motion for Reinstatement of the Appeal is a completed Pre-Argument Statement (Exhibit B), which, if the herein motion is granted, will be filed with the Court as required by the Local Rule.

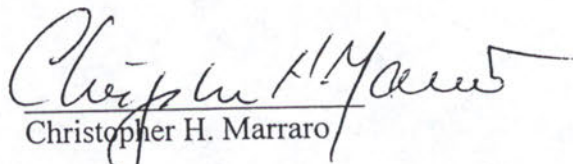
9. Grace will be unfairly penalized and unduly prejudiced if the Motion for Reinstatement is not granted. The 45-day jurisdictional period to file an

appeal will have run and Grace will not be able to seek judicial review of the challenged Order.

WHEREFOR, Petitioner prays that the Motion for Reinstatement of Appeal No. 99-4223, be granted.

I declare under penalty of perjury that the foregoing is true and correct.

Executed at Washington, D.C. this 2nd day of February, 2000.


Christopher H. Marraro

CERTIFICATE OF SERVICE

I certify that copies of the foregoing Motion for Reinstatement of Appeal, together with the Declaration of Christopher H. Marraro In Support of Motion for Reinstatement of Appeal, was served this 2nd day of February, 2000, by first class mail, postage prepaid, on the following:

James Eppers
Office of Regional Counsel
U.S. Environmental Protection Agency
999 18th Street, Suite 500
Denver, CO 80202-2466

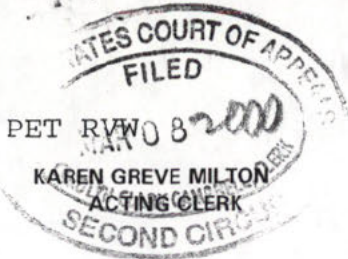
Christopher Vaden
Environmental Defense Section
U.S. Department of Justice
P.O. Box 23986
Washington, D.C. 20026-3986



Christopher H. Marraro

UNITED STATES COURT OF APPEALS

FOR THE SECOND CIRCUIT AGENCY INS
UNITED STATES COURT HOUSE AGENCY # SDWA-8-99-68
40 FOLEY SQUARE
NEW YORK 10007



Re: W.R.Grace & Co v. EPA
Docket No. 99-4223

AGENCY APPEALS SCHEDULING ORDER #1
ADDRESS INQUIRIES TO (212) 857-8544

Noting that Christopher H. Marraro, counsel for the petitioner(s), W.R.Grace & Co- Conn, has filed a petition for review, on 20 December 1999, and being advised as to the progress of the proceedings,

IT IS HEREBY ORDERED the certified list of material comprising the record or the record with a certified list (FRAP 17(b)), be filed on or before April 3, 2000.

IT IS FURTHER ORDERED that the brief of petitioner(s) and the joint appendix be filed on or before April 10, 2000.

IT IS FURTHER ORDERED that the brief(s) of the respondent(s) be filed on or before May 10, 2000.

IT IS FURTHER ORDERED that 10 copies of each brief shall be filed with the Clerk.

IT IS FURTHER ORDERED that the argument of the appeal shall be heard no earlier than the week of June 19, 2000. All counsel should immediately advise the Clerk by letter of the dates thereafter that they are unavailable for oral argument. The time and place of oral argument shall be separately noticed by the Clerk to counsel.

IT IS FURTHER ORDERED that if the petitioner(s) fail(s) to file a brief and a joint appendix within the time directed by this order, the proceeding may be dismissed forthwith without further notice and without a motion therefor.

IT IS FURTHER ORDERED in the event of default by the agency in filing the record or certified list, or in default by the respondent in filing its brief within the time directed, or upon default of any party regarding any other provision of this order, such party shall be subject to such sanctions as the court may deem appropriate.

KAREN GREVE MILTON, Acting Clerk

By: Frank Scardilli DPP
Frank J. Scardilli
Staff Counsel

Dated: 3/8/00

Received
Office of Enforcement

MAR 14 2000

Compliance & Env. Justice

Nathan Wiser, Esq.
Office of Regional Counsel
U.S. Environmental Protection Agency
Suite 500
999 18th Street
Region 8
Denver, CO 80202-2466

Received
Office of Enforcement

MAR 14 2000

Compliance & Env. Justice



UNITED STATES ENVIRONMENTAL PROTECTION AGENCY

REGION 8
999 18TH STREET - SUITE 300
DENVER, CO 80202-2466
<http://www.epa.gov/region08>

NOV 7 2000

Ref: 8RC

Via Facsimile

Christopher H. Marraro
Wallace King Marraro & Branson, PLLC
1050 Thomas Jefferson Street, N.W.
Washington, D.C. 20007

Re: In The Matter of AMARCO, et al., EPA Docket No. SDWA-8-99-68.

Dear Mr. Marraro:

I am writing to follow-up our telephone conversation of October 10, 2000. At that time, EPA and the U.S. Department of Justice told you that attorneys had contacted us from the firm of Goetz, Gallik, Baldwin & Dolan, who represent plaintiffs suing several named defendants, including Samson Hydrocarbons Company, an apparent subsidiary of Samson Investments, Inc. P.C. ("Samson"), in the U.S. District Court, District of Montana (Cause No. CV-98-108-BLG-JDS). They informed us that at some point in time Samson may have acquired Grace Petroleum Corporation. If that were true, W.R. Grace & Co. ("Grace") may not have been the correct named party on EPA's enforcement order in the above-referenced matter.

During our October 10 conversation, EPA requested that you send us any information your client might have that would explain what if any sale had taken place between Grace and Samson. In response to our request, you sent me a document entitled "Agreement for the Purchase and Sale of the Stock of Grace Petroleum Corporation" ("Agreement"), which my office received on November 1, 2000. We have several questions about the Agreement, the answers to which we hope will clarify Grace's history in this matter.

To begin, while the (undated) cover sheet of the Agreement references the purchase and sale of "Grace Petroleum Corporation," the Agreement itself (dated December 30, 1992), states in the preamble to Article 1 that the sale is between "Grace Energy Corporation" and Samson. The term "Grace" is defined in the Agreement (at Section 1.16) to mean "W.R. Grace & Co.-Conn., a Connecticut corporation," while the "Seller" is defined as "Grace Energy Corporation." The term "Corporations" is defined as "GPC and the GPC Subsidiaries." The acronym "GPC" is



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defined as "Grace Petroleum Corporation." Throughout the Agreement, the obligations of sale are attributed to "Grace Petroleum Corporation," not "Grace Energy Corporation" or any other Grace entity. As a result, it not clear to me from the Agreement what relationship exists between Grace Petroleum and Grace Energy corporations. Is there any other documentation you can provide me to describe this relationship?

Also, we note that the Agreement describes a purchase and sale that is to take place on "a date agreed upon by Seller and Purchaser in writing." (Section 3.01) Therefore, the Agreement itself does not document whether the purchase and sale actually occurred, and to what extent it occurred. Is there any other documentation you can provide us to confirm that the substance of the Agreement was executed as it was described?

We hope to clarify soon the history of Grace's ownership of the facilities that are the subject of EPA's enforcement order, which might further a settlement of Grace's appeal of this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Steven B. Moores", with a stylized, flowing script.

Steven B. Moores

cc: Joshua Levin, USDOJ

bcc: J. Eppers (8ENF-L)
N. Wiser (8ENF-T)

Wallace
King
&
Marraro
Branson

ED/A
SDWA-8-99-68

REINSTATEMENT

WALLACE KING MARRARO & BRANSON, PLLC
1050 THOMAS JEFFERSON STREET, N.W.
WASHINGTON, DC 20007

Phone 202.204.1000
Fax 202.204.1001

CHRISTOPHER H. MARRARO
Direct Dial 202.204.3720
cmarraro@wallaceking.com

Received
Office of Enforcement
OCT 10 2000
Compliance & Env. Justice

September 20, 2000

By Federal Express

Ms. Roseann B. MacKechnie
Clerk of the Court
United States Court of Appeals
for the Second Circuit
U.S. Courthouse, Room 1802
40 Foley Square
New York, NY 10007-1561



Re: W.R. Grace & Co.-Conn. v. U.S. Environmental Protection Agency
Docket #99-4223

Dear Ms. Morgan-Steele:

Pursuant to the Stipulation between the parties W.R. Grace & Co.-Conn., Petitioner in the above-referenced appeal hereby notifies the Clerk of the court that it is reinstating the above-referenced appeal. Attached as Exhibit 1 is the referenced Stipulation.

If you have any questions, please call me at (202) 204-3720.

Respectfully submitted,

Christopher H. Marraro
Christopher H. Marraro

CHM/kdc
Enclosure

cc: All Counsel of Record
Joshua M. Levin, Esq., Department of Justice

REINSTATEMENT

Nathan Wiser, Esq.
Office of Regional Counsel
U.S. Environmental Protection Agency
Suite 500
999 18th Street
Region 8
Denver, CO 80202-2466



UNITED STATES ENVIRONMENTAL PROTECTION AGENCY

REGION 8
999 18TH STREET - SUITE 300
DENVER, CO 80202-2466
<http://www.epa.gov/region08>

MAY 19 2000

Ref: 8RC

Christopher H. Marraro
Attorney for Petitioner (W.R. Grace & Co. - Conn.)
Wallace King Marraro & Branson
1050 Thomas Jefferson Blvd., Suite 500
Washington, DC 20007

Re: W.R. Grace v. EPA, No. 99-4223 (2nd Cir.)

Dear Mr. Marraro:

Enclosed please find a copy of Region VIII's index for the administrative record in support of the First Amended Administrative Order, issued November 5, 1999, in In the Matter of EPA v. AMARCO Resources Corporation, et al., Docket No. SDWA-8-99-68.

We believe this to be a complete and accurate listing of the written records supporting the above-mentioned enforcement order.

If you have any questions or wish to discuss this matter further, feel free to contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "Steven B. Moores", with a long horizontal flourish extending to the right.

Steven B. Moores
Associate Regional Counsel
(303) 312-6857

Enclosure:

Administrative record index.
Docket No. SDWA-8-99-68.



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INDEX TO THE ADMINISTRATIVE RECORD FOR EPA'S NOVEMBER 5, 1999 EMERGENCY ADMINISTRATIVE ORDER, DOCKET #SDWA-8-99-68					
DATE	TYPE OF DOCUMENT	FROM	ADDRESSEE	DOCUMENT CONTENT	COMMENTS
02-Apr-51	UNIT AGREEMENT			LEASE INFORMATION FOR EAST POPLAR OIL FIELD CASE HISTORY OF THE EAST POPLAR FIELD ROOSEVELT COUNTY, MONTANA 13 PP	
01-Jan-55	PUBLICATION	AMERICAN ASSOC. OF PETROLEUM GEOLOGISTS SCHLUMBERGER LOGGING CO.			J.B. POWELL JR. AUTHOR
02-Jun-70	TEST RESULT			BIERE #1-22 WELL CEMENT BOND LOG GAS-OIL RATIO TEST AND BOTTOM HOLE PRESSURE SURVEY	T28N, R51E, S22
16-Jul-70	LETTER	JUDSON SWEET	MESA PETROLEUM CO MURPHY OIL EAST POPLAR UNIT		
18-Nov-74	SAMPLE RESULT	NALCO LAB	OIL FIELD WATER ANALYSIS	INORGANIC	
31-Mar-76	LETTER	JOE SIMONSON	AMARCO RESOURCES CORP	EARTHEN PITS WITH SALT WATER	
24-Sep-79	CITIZEN COMPLAINT	ORPHY (OVD); O.A. LIEN	MT DNR	CITIZEN COMPLAINT	
01-Jan-83	PUBLICATION	U.S. GEOLOGICAL SURVEY RANDY NORDSVEN (MESA PETROLEUM)		BASIC GROUND WATER HYDROLOGY	WATER SUPPLY PAPER # 2220
30-Jul-84	LETTER		U.S. EPA RANDY NORDSVEN (MESA PETROLEUM)	BIERE #A-1 P&A PLAN BIERE #A-1 WELL, APPROVAL OF P&A PLAN	T28N, R51E, S22
14-Aug-84	LETTER	JOHN G. WELLS, U.S. EPA			T28N, R51E, S22 SW/4
04-Dec-84	PLAN	GLENN M. FEDDERSON	U.S. EPA	EPU #80 WELL - P&A PLAN	T28N, R51E, S3
01-Jan-85	MAP	MONTANA BOARD OF OIL AND GAS CONSERVATION MONTANA GEOLOGICAL SOCIETY		GEOLOGIC CROSS SECTION OF PRODUCING FORMATIONS IN MONTANA EAST POPLAR FIELD GENERAL INFORMATION	
01-Mar-85	REPORT				TIM BRUNSON AUTHOR
18-Jun-86	TELEPHONE RECORD	ANGUS CAMPBELL (U.S. EPA)	JAMIE CONNELL (BLM)	EPU #59 WELL - LOSS OF MECHANICAL INTEGRITY AND WELL P&A	T28N, R51E, S4
24-Jun-86	TELEPHONE RECORD	ANGUS CAMPBELL (U.S. EPA)	RAYMOND REEDE	EPU #59 WELL - LOSS OF MECHANICAL INTEGRITY	T28N, R51E, S4
27-Jun-86	PLAN	RAYMOND REEDE	U.S. EPA	EPU #59 WELL - P&A PLAN	T28N, R51E, S4
27-Jun-86	PLAN	ALVIN W. SIMPSON	U.S. EPA	EPU #8-D WELL - P&A PLAN	T28N, R51E, S10
19-Jan-87	LEASE	MAUDE FOOTE BUCKLES ET AL	MURPHY OIL USA INC		T28N, R51E, S8 NE/4, SE/4, S22 NE/4
19-Jan-87	LEASE	MARY FOOTE ET AL	MURPHY OIL USA INC		T28N, R51E, S14 W/2 T28N, R51E, S10 NW/4, W/2, SW/4; S15 W/2, NW/4; S21 SE/4, NE/4
19-Jan-87	LEASE	BIRDIE LESTER VANCE ET UX	MURPHY OIL USA INC		
19-Jan-87	LEASE	MARY FOOTE ET AL	MURPHY OIL USA INC		T28N, R51E, S14 SE/4 OPEN-FILE REPORT MBMG-178 JOSEPH J. DONOVAN AND ROBERT N. BERGANTINO AUTHORS 42 PP WITH 4 APPX
12-Feb-87	REPORT	MONTANA BUREAU OF MINES AND GEOLOGY		GROUNDWATER RESOURCES OF THE FORT PECK INDIAN RESERVATION, WITH EMPHASIS ON AQUIFERS OF THE PREGLACIAL MISSOURI RIVER VALLEY GROUNDWATER GEOLOGY AND HIGH YIELD AQUIFERS OF NORTHEASTERN MONTANA 116 PP	JOSEPH J. DONOVAN AUTHOR
01-Dec-88	REPORT	MONTANA BUREAU OF MINES AND GEOLOGY			

INDEX TO THE ADMINISTRATIVE RECORD FOR EPA'S NOVEMBER 5, 1999 EMERGENCY ADMINISTRATIVE ORDER, DOCKET #SDWA-8-99-68					
DATE	TYPE OF DOCUMENT	FROM	ADDRESSEE	DOCUMENT CONTENT	COMMENTS
25-Mar-91	LETTER	ROBERT S. BLACKFORD (HALLIBURTON)	RAYMOND REEDE	EPU #80 WELL - TESTING PROCEDURES	T28N, R51E, S3
31-Oct-91	LETTER	MAX DODSON (EPA)	RAYMOND REEDE	EPU #80 WELL - TESTING PROCEDURES	T28N, R51E, S3
07-Feb-92	LETTER	MAX DODSON (EPA)	RAYMOND REEDE	EPU #80 WELL - TESTING PROCEDURES	T28N, R51E, S3
05-Oct-95	PLAN	BRUCE D. MACARTHUR	U.S. EPA	HUBER #5 WELL - P&A PLAN	T28N, R51E, S10
28-Nov-95	LEASE	ASSINIBOINE AND SIOUX TRIBE	MURPHY EXPLORATION AND PRODUCTION CO		T28N, R51E, S26 NW 1/4
29-Nov-95	LEASE	AUDREY BUCKLES ESTATE	MURPHY EXPLORATION AND PRODUCTION CO		T28N, R51E, S8 NW/4, SE/4, S22 NE/4
29-Nov-95	LEASE	AUDREY BUCKLES ESTATE	MURPHY EXPLORATION AND PRODUCTION CO		T28N, R51E, S22 NW/4
04-Dec-95	LEASE	ASSINIBOINE AND SIOUX TRIBE	MURPHY EXPLORATION AND PRODUCTION CO		T28N, R51E, S26 E 1/2
01-Jan-96	REPORT	U.S. GEOLOGICAL SURVEY		HYDROLOGIC DATA FOR THE EAST POPLAR OIL FIELD, FORT PECK INDIAN RESERVATION, NORTHEASTERN MONTANA	OPEN FILE REPORT 95-749 JOANNA THAMKE, STEVEN CRAIG, THOMAS MENDES AUTHORS 92 PP
01-Apr-96	LETTER	SIDNEY CAMPBELL	BUREAU OF LAND MANAGEMENT MR. HAMPTON	SHUT-IN WELLS EAST POPLAR UNIT US EPA REGION 8 MINIMUM REQUIREMENTS FOR FIELD SAMPLING ACTIVITIES (90 PP)	
01-Sep-96					
01-May-97	REPORT	U.S. GEOLOGICAL SURVEY		SALINE-WATER CONTAMINATION IN QUATERNARY DEPOSITS AND THE POPLAR RIVER, EAST POPLAR FIELD, NORTHEASTERN MONTANA	WATER-RESOURCES INVESTIGATIONS REPORT 97-4000 JOANNA THAMKE AND STEVEN CRAIG AUTHORS 37 PP
25-Jun-97	LETTER	SONOSKY CHAMBERS SACHSE & ENDRESON	PEGGY LIVINGSTON	ASSINIBOINE AND SIOUX TRIBES MESA BIERE A-1 WELL	
06-Oct-97	EMAIL	PAUL OSBORNE	PEGGY LIVINGSTON, CAROL BOWDEN, BARBARA CONKLIN, DOUGLAS MINTER	REVIEW OF PLUGGING STATUS OF MESA BIERE #A-1 WELL FORT PECK RESERVATION	
06-Oct-97	EMAIL	PAUL OSBORNE	PEGGY LIVINGSTON, CAROL BOWDEN, BARBARA CONKLIN, DOUGLAS MINTER	REVIEW OF P&A OF MESA BIERE #A-1 WELL	
23-Oct-97	LETTER	SHANON KERCHER	SONOSKY CHAMBERS SACHSE & ENDRESON	ASSINIBOINE AND SIOUX TRIBES - 'GROUNDWATER CONTAMINATION QUALITY ASSURANCE PROJECT PLAN	
03-Dec-97				"GROUNDWATER PROGRAM UNIT, EPA R8 FOR GW PROTECTION PROGRAM, UIC PROGRAM, UST PROGRAM (24PP)	
04-Dec-97	LETTER	U.S. EPA REGION 8	BURCE MACARTHUR (MURPHY)	AUTHORIZATION TO COMMENCE INJECTION	T28N, R51E, S10
12-Feb-98	TELEPHONE RECORD	JAHN CARSON (U.S. EPA)	DAVE PETRIE (MURPHY)	HUBER #5 AND EPU #8-D WELLS	
19-Aug-98	EMAIL	BARBARA BURKLAND	CAROL BOWDEN, BARBARA CONKLIN	GROUNDWATER PROBLEM ON FT. PECK RESERVATION	

INDEX TO THE ADMINISTRATIVE RECORD FOR EPA'S NOVEMBER 5, 1999 EMERGENCY ADMINISTRATIVE ORDER, DOCKET #SDWA-8-99-68					
DATE	TYPE OF DOCUMENT	FROM	ADDRESSEE	DOCUMENT CONTENT	COMMENTS
25-Aug-98	EMAIL	PAUL OSBORNE	DOUGLAS MINTER, BARBARA BURKLAND, CAROL BOWDEN, SHARON KERCHER, JIM BOYTER, DAVID HOGLE	GROUNDWATER PROBLEM ON FT. PECK RESERVATION	
25-Aug-98	EMAIL	PAUL OSBORNE	BARBARA BURKLAND, DOUGLAS MINTER, DAVID HOGLE, CAROL BOWDEN, SHARON KERCHER, WILLIAM ENGLE	REVIEW OF PLUGGING STATUS OF MESA BIERE #A-1 WELL FORT PECK RESERVATION	
02-Oct-98	MEMO	AUDIO CONFERENCE CENTER (EPA)	CAROL BOWDEN	RE: RESERVED 6 LINES	
02-Oct-98	TELECONF. NOTE	CAROL BOWDEN, BARB BURKLAND, JIM BOYTER, BILL EAGLE, DEB MADDISON		RE: OBTAINING O&G INFO - GETTING WATER SAMPLES	
08-Oct-98	INTERVIEW RECORD	MONTANA BOARD OF OIL AND GAS	JOE SIMONSON, FIELD INSPECTOR	RECORD OF P&A OF BIERE #1-W WELL	T28N, R51E, S22
27-Oct-98	EMAIL	PAUL OSBORNE	CAROL BOWDEN, BARBARA BURKLAND, JIM BOYTER, JIM EPPERS	FT. PECK GROUNDWATER CONTAMINATION	
29-Oct-98	EMAIL	PAUL OSBORNE		FT. PECK GROUNDWATER CONTAMINATION	
12-Nov-98	EMAIL	CAROL BOWDEN	CAROL BOWDEN	FT. PECK CONTAMINATION	
17-Nov-98	EMAIL	PAUL OSBORNE	JIM BOYTER, WILLIAM ENGLE, PAUL OSBORNE, JIM EPPERS	FT. PECK CONTAMINATION	
17-Nov-98	EMAIL	PAUL OSBORNE	JIM EPPERS, CAROL BOWDEN, JIM BOYTER	FT. PECK CONTAMINATION	
18-Nov-98	REPORT			FT. PECK GROUNDWATER CONTAMINATION SUMMARY OF THE STATUS OF OIL AND GAS WELL IN SOUTHERN PORTION OF EAST POPLAR FIELD" BY PAUL OSBORNE, EPA (5PP)	
25-Nov-98	LETTER	SONOSKY CHAMBERS SACHSE & ENDRESON	WILLIAM YELLOW TAIL	REQUEST TO HAVE EPA TAKE §1431 ORDER	
02-Dec-98	LETTER	SONOSKY CHAMBERS SACHSE & ENDRESON	WILLIAM YELLOW TAIL	CORRECTION TO 11/25/98 LETTER TO REMOVE "ATTORNEY CLIENT PRIVILEGE"	
03-Jan-99	LETTER	JOANNA THANKE	TOM ESCARCEGA (FT PECK TRIBE)	RE: PROVISIONAL SAMPLE RESULTS E-POPLAR USGS SAMPLES	
14-Jan-99	N/A			SAMPLING & ANALYSIS PLAN (EPA) TO COLLECT SAMPLES AT TROTTER WELL (7PP)	
25-Jan-99	FAX	GEORGE HUDAK	CAROL BOWDEN	LIST OF WELL PLUGGINGS IN T28N R51E	
01-Feb-99	LETTER	CONNALLY E. MEARS	DENNIS WHITEMAN, U.S. BUREAU OF INDIAN AFFAIRS	REQUEST FOR, MAPS, AND OIL AND GAS LEASE INFORMATION, EAST POPLAR FIELD, FT. PECK INDIAN RESERVATION	
08-Feb-99	LETTER	SUPERINTENDENT OF REAL ESTATE SERV. MINERAL LEASING U.S.D.O.I.	CAROL BOWDEN		LEASE INFORMATION FOUND BY BIA
08-Feb-99	SAMPLE RESULTS	ENERGY LABS	JESSE KIRN SR.	DIESEL RANGE ORGANICS	

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DATE	TYPE OF DOCUMENT	FROM	ADDRESSEE	DOCUMENT CONTENT	COMMENTS
08-Feb-99	SAMPLE RESULTS	ENERGY LABS	TROTTIER - NEW WELL	DIESEL RANGE ORGANICS	
08-Feb-99	SAMPLE RESULTS	ENERGY LABS	BUTCH CORNE	DIESEL RANGE ORGANICS	
08-Feb-99	SAMPLE RESULTS	ENERGY LABS	BIRDELL LIEN	DIESEL RANGE ORGANICS TRUST, FORT PECK INDIAN RESERVATION	
10-Feb-99	LIST	BUREAU OF INDIAN AFFAIRS		LEASE RECORDS	
17-Feb-99	EMAIL	KEN PHILLIPS	CAROL BOWDEN	1/27/99 SAMPLING PSA BEDG, TROTTIER WELL	
17-Feb-99	SAMPLE RESULTS			REQUEST FOR OIL AND GAS LEASE INFORMATION, EAST POPLAR FIELD, FT. PECK INDIAN RESERVATION	
18-Feb-99	LETTER	CONNALLY E. MEARS	DONNA ERWIN, OFFICE OF TRUST FUNDS MANAGEMENT, U.S. DOI		
19-Feb-99	LETTER	JIM EPPERS	SONOSKY CHAMBERS SACHSE & ENDRESON	GROUNDWATER CONTAMINATION	
24-Feb-99	LETTER	DONN ERWIN (D.O.I.)	CAROL BOWDEN		
25-Feb-99	N/A			SAMPLING & ANALYSIS PLAN (EPA) TO COLLECT SAMPLES AT WHITNER, TROTTIER, RICKER (7PP)	
04-Mar-99	FAX	MARZETTA IRON BEAR	KEN PHILLIPS	UNIT AGREEMENT AND OTHER ASSIGNMENT OF MINING LEASES (39PP)	LEASE INFORMATION FOUND BY BIA
18-Mar-99	LETTER	SONOSKY CHAMBERS SACHSE & ENDRESON	JIM EPPERS	GROUNDWATER CONTAMINATION	
19-Mar-99	LETTER	JIM EPPERS	SONOSKY CHAMBERS SACHSE & ENDRESON		
26-Mar-99	SAMPLE RESULTS			GROUNDWATER CONTAMINATION DONNA WHITNER, TIM TROTTIER, AND GEORGE RIKER WELLS RE: 3/11/99 SAMPLE EVENT	
06-Apr-99	COMPILED LIST			WELL INFORMATION - FEE LANDS T28N, R51E	GENERATED BY U.S. EPA
05-May-99	TEST RESULT	MURPHY OIL		EPU #80 WELL - MECHANICAL INTEGRITY TEST	T28N, R51E, S3
24-May-99	FAX	DEBBIE MADISON	CAROL BOWDEN	RE: LIST OF HOMES IN/NEAR E. POPLAR OIL FIELD & FAX FROM J. THANKE TO D. MADDISON RE: MT WELL RESULTS	
24-May-99	TEST RESULT	MURPHY OIL		HUBER #5-D WELL - MECHANICAL INTEGRITY TEST	T28N, R51E, S10
23-Jun-99	N/A			SAMPLING & ANALYSIS PLAN (EPA) TO COLLECT SAMPLES AT WHITNER, TROTTIER, RICKER (7PP)	
06-Jul-99	REPORT	DUN & BRADSTREET		MURPHY EXPLORATION AND PRODUCTION CO.	
06-Jul-99	REPORT	DUN & BRADSTREET		MURPHY OIL USA INC.	
07-Jul-99	REPORT			DUN & BRAD STREET RE: W R GRACE & CO INS.	
07-Jul-99	REPORT			DUN & BRADSTREET RE: AMARCO RESOURCE CORP	
07-Jul-99	REPORT	INFORMATION AMERICA		MESA PETROLEUM CO.	
07-Jul-99	REPORT	DUN & BRADSTREET		TENNECO OIL CO.	

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07-Jul-99	REPORT	DUN & BRADSTREET		TEXAS OIL AND GAS CORP DUN & BRAD STREET RE: POLUMBUS CORP.	
19-Jul-99	REPORT				
21-Jul-99	EMAIL	CAROL BOWDEN	JIM EPPERS	LIST OF WELLS IN AREA OF CONCERN DUN & BRAD STREET RE: PHILLIPS PETROLEUM CO.	
21-Jul-99	REPORT			FAIRWAY PRODUCTION CO.	
21-Jul-99	REPORT	DUN & BRADSTREET		PIONEER NATURAL RESOURCES CO.	
21-Jul-99	REPORT	ANNUAL SEC FORM 10k		TPEX EXPLORATION INC.	
21-Jul-99	REPORT	DUN & BRADSTREET		DONNA WHITNER, TIM TROTTIER, AND GEORGE RIKER WELLS RE: 6/30/99 SAMPLE EVENT	
29-Jul-99	SAMPLE RESULTS			MARATHON OIL CO	
30-Jul-99	REPORT	DUN & BRADSTREET		TOTAL CALIFORM, NE MONTANA WATER CONDITIONS	
18-Aug-99	SAMPLE RESULTS			BENZENE	
02-Sep-99	EMAIL	JIM EPPERS CAROL BOWDEN AND GEORGE HUDAK	CAROL BOWDEN		
11-Sep-99	PHONE MEMO			RE: GETTING STATE RECORDS TOTAL CALIFORM, NE MONTANA WATER CONDITIONS	
21-Sep-99	SAMPLE RESULTS			CERTIFICATE OF SERVICE RE: DOCKET #SDWA-8-99-68 (2PP)	
30-Sep-99				EPA EMERGENCY ADMIN ORDER DOCKET # SDWA -8-99-68 (31PP)	
30-Sep-99	TRANSMITTAL LETTER	CONNALLY MEARS	MARATHON OIL CO	RE:9/30/99 EPA EMERGENCY ORDER	
30-Sep-99	TRANSMITTAL LETTER	CONNALLY MEARS	WR GRACE	RE:9/30/99 EPA EMERGENCY ORDER	
30-Sep-99	TRANSMITTAL LETTER	CONNALLY MEARS	EREC ALTAMONT MURPHY EXPLORATION AND PRODUCTION CO.	RE:9/30/99 EPA EMERGENCY ORDER	
30-Sep-99	TRANSMITTAL LETTER	CONNALLY MEARS	PIONEER NAT'L RESOURCES	RE:9/30/99 EPA EMERGENCY ORDER	
05-Oct-99	LETTER	BRUCE D. MACARTHUR	EMMETT SCHMITZ	HUBER #5 WELL P&A PLAN RE: LIST AND ADDRESSES OF 9/30/99 ORDER RECIPIENTS	T28N, R51E, S10
06-Oct-99	FAX	NATHAN WISER CANDANCE WALKER/PATRIK PETT	ANDY BROWN (DORSY & WHITNEY)		
06-Oct-99	LETTER		CAROL BOWDEN	RE: RECEIPT OF 9/30/99 ORDER	
07-Oct-99	LETTER	NATHAN WISER	JOE ABBOTT	DISCUSSION OF 09/30/99 ORDER	
07-Oct-99	LETTER	NATHAN WISER	WILLIAM LOCKMAN	DISCUSSION OF 09/30/99 ORDER	
07-Oct-99	LETTER	NATHAN WISER	GEORGE AND HELEN RICKER	DISCUSSION OF 09/30/99 ORDER	
07-Oct-99	LETTER	NATHAN WISER	RENE AND JOSE MARTELL	DISCUSSION OF 09/30/99 ORDER	
07-Oct-99	LETTER	NATHAN WISER	WARREN AND DONNA WHITMER	DISCUSSION OF 09/30/99 ORDER	
07-Oct-99	LETTER	NATHAN WISER	CHARLES FOUR BEAR	DISCUSSION OF 09/30/99 ORDER	
07-Oct-99	LETTER	NATHAN WISER	RACHEL GRAY HAWK	DISCUSSION OF 09/30/99 ORDER	
07-Oct-99	LETTER	NATHAN WISER	MICHAEL KIRN	DISCUSSION OF 09/30/99 ORDER	
07-Oct-99	LETTER	NATHAN WISER	ROSS AND LAURA BLEAZARD	DISCUSSION OF 09/30/99 ORDER	
07-Oct-99	LETTER	NATHAN WISER	BILL ZIMMERMAN	DISCUSSION OF 09/30/99 ORDER	

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DATE	TYPE OF DOCUMENT	FROM	ADDRESSEE	DOCUMENT CONTENT	COMMENTS
07-Oct-99	LETTER	NATHAN WISER	AUDREY KIRN	DISCUSSION OF 09/30/99 ORDER	
07-Oct-99	LETTER	NATHAN WISER	TIM AND DONNA TROTTIER	DISCUSSION OF 09/30/99 ORDER	
07-Oct-99	LETTER	NATHAN WISER	DENISE GRANDCHAMP	DISCUSSION OF 09/30/99 ORDER	
07-Oct-99	LETTER	NATHAN WISER	BIRDELL LIEN	DISCUSSION OF 09/30/99 ORDER	
07-Oct-99	LETTER	NATHAN WISER	JESSE KIRN SR.	DISCUSSION OF 09/30/99 ORDER	
07-Oct-99	LETTER	NATHAN WISER	MAVIS LOEGERING	DISCUSSION OF 09/30/99 ORDER	
07-Oct-99	LETTER	NATHAN WISER	DANNY KOHL	DISCUSSION OF 09/30/99 ORDER	
07-Oct-99	LETTER	NATHAN WISER	TRIVIAN GRAINGER	DISCUSSION OF 09/30/99 ORDER	
07-Oct-99	LETTER	DAVID CLEARY	CAROL BOWDEN	RE: RECEIPT OF 9/30/99 ORDER	
07-Oct-99	LETTER	STEVEN LEIFER	CAROL BOWDEN	RE: RECEIPT OF 9/30/99 ORDER	
07-Oct-99	LETTER	MURPHY EXPLORATION AND PRODUCTION CO.	CAROL BOWDEN	RE: RECEIPT OF 9/30/99 ORDER	
07-Oct-99	LETTER	PIONEER NAT'L RESOURCES	MURPHY EXPLORATION AND PRODUCTION CO.	RE: WATER DELIVERY	
08-Oct-99	LETTER	MURPHY EXPLORATION AND PRODUCTION CO.	JIM EPPERS	RE: INFORMATION	
12-Oct-99	E-MAIL	NATHAN WISER	STEVEN LEIFER, DAVID CLEARY, CANDANCE WALKER, PATRIK PETT, JAMES BAINE, ROBERT STERUP, JENNIFER FRY, JOHN FOGNANI	RE: CONTACT LIST, DEFINE "IMMEDIATE" WATER DELIVERY TO ALL	
12-Oct-99	FAX	STEVEN LEIFER	NATHAN WISER	RE: CONTACT ADDRESSES	
13-Oct-99	SAMPLE RESULTS			TOTAL CALIFORNIA, NE MONTANA WATER CONDITIONS	
14-Oct-99	FAX	MURPHY EXPLORATION AND PRODUCTION CO.	NATHAN WISER	RE: WATER DELIVERY PLAN	
14-Oct-99	LETTER	PIONEER NAT'L RESOURCES	MURPHY EXPLORATION AND PRODUCTION CO.	RE: CONF. CALL	
14-Oct-99	LETTER	MURPHY EXPLORATION AND PRODUCTION CO.	VICKI FERGUSON	RE: FOIA REQUEST	
15-Oct-99	E-MAIL	STEVEN LEIFER	NATHAN WISER	RE: CONTACT LIST	
15-Oct-99	LETTER	NATHAN WISER		RE: APPROVAL OF MURPHY'S WATER DELIVERY PLAN	
21-Oct-99	EMAIL	NATHAN WISER	JAMES BAINE, STEVE LEIFER, DAVID CLEARY, JOHN FOGNANI, CANDANCE WALKER, PATRICK PETT, JAMES BAINE, ROBERT STERUP, JENNIFER FRY, JOHN ROSS, SUSANNA MORAN, DEAN MASSEY, DAVID OWENS	PROGRESS ON SDWA EMERGENCY ORDER DOCKET #SDWA -8-99-68	
21-Oct-99	MEETING LIST			LIST OF PARTICIPANTS AT EPA/MURPHY MEETING	
22-Oct-99	LETTER	BRIAN GALLICK	VICKI FERGUSON	FOIA REQUEST	
25-Oct-99	EMAIL	KAREN Y. BROWN	NATHAN WISER	FOIA REQUEST	
29-Oct-99	LETTER	CAROL RUSHIN	JAMES BAINE	FOIA RESPONSE, PARTIAL DENIAL	FOIA RIN 00030-00
01-Nov-99	MEETING LIST			LIST OF PARTICIPANTS AT EPA/RESPONDENTS MEETING	

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DATE	TYPE OF DOCUMENT	FROM	ADDRESSEE	DOCUMENT CONTENT	COMMENTS
01-Nov-99	N/A			SAMPLING & ANALYSIS PLAN (EPA) TO COLLECT SAMPLES AT HOMESITE IN NOVEMBER 1999 (8PP)	
05-Nov-99				EPA EMERGENCY ORDER (1ST REVISED ORDER) DOCKET #SDW-8-99-68	
05-Nov-99	TRANSMITTAL LETTER	CONNALLY MEARS	WR GRACE	RE11/5/99 EPA EMERGENCY ORDER	
05-Nov-99	TRANSMITTAL LETTER	CONNALLY MEARS	AMARCO	RE11/5/99 EPA EMERGENCY ORDER	
05-Nov-99	TRANSMITTAL LETTER	CONNALLY MEARS	MARATHON OIL CO	RE11/5/99 EPA EMERGENCY ORDER	
05-Nov-99	TRANSMITTAL LETTER	CONNALLY MEARS	MURPHY EXPLORATION AND PRODUCTION CO.	RE11/5/99 EPA EMERGENCY ORDER	
05-Nov-99	TRANSMITTAL LETTER	CONNALLY MEARS	PIONEER NAT'L RESOURCES	RE11/5/99 EPA EMERGENCY ORDER	
1982	REPORT			DESCRIPTION OF EQUIPMENT	
DATE UNCERTAIN	FAX	JOANNA THAMKE	CAROL BOWDEN	CLEANING FOLLOWS BY USGS	
JULY 1999	DRAFT REPORT	KENNETH PHILLIPS, EPA BY STEVEN CRAIG & JOANNA THAMKE		U.S. GEOLOGICAL SURVEY IN CORDILLEAN & ROCKY MOUNTAIN SECTIONS	
NO DATE	ABSTRACT #4371			HYDROGEOLOGIC ASPECTS OF BRINE DISPOSAL IN THE EAST POPLAR OIL FIELD, FT PECK INDIAN RESERVATION, NE MONTANA	
NO DATE	AGREEMENT			UNIT AGREEMENT FOR THE DEVELOPMENT AND OPERATION OF THE EAST POPLAR UNIT AREA COUNTY OF ROOSEVELT STATE OF MONTANA	LEASE INFORMATION FOUND BY BIA
NO DATE	APPLICATION FOR APPROVAL OF ASSIGNMENT OF OIL AND GAS LEASE			D.O.I. BLM	LEASE INFORMATION FOUND BY BIA
NO DATE	ASSIGNMENT AFFECTING RECORD TITLE TO OIL & GAS LEASE			U.S.D.O.I. BUREAU OF INDIAN AFFAIRS 206 21474	LEASE INFORMATION FOUND BY BIA
NO DATE	ASSIGNMENT OF MINING LEASE			U.S.D.O.I. BUREAU OF INDIAN AFFAIRS LIST OF VARIOUS LEASE ASSIGNMENTS	LEASE INFORMATION FOUND BY BIA
NO DATE	ASSIGNMENT OF MINING LEASE			U.S.D.O.I. BUREAU OF INDIAN AFFAIRS 206 60798	LEASE INFORMATION FOUND BY BIA
NO DATE	ASSIGNMENT OF MINING LEASE			U.S.D.O.I. BUREAU OF INDIAN AFFAIRS 206 60799	LEASE INFORMATION FOUND BY BIA
NO DATE	ASSIGNMENT OF MINING LEASE			U.S.D.O.I. BUREAU OF INDIAN AFFAIRS 206 60807	LEASE INFORMATION FOUND BY BIA
NO DATE	ASSIGNMENT OF MINING LEASE			U.S.D.O.I. BUREAU OF INDIAN AFFAIRS CONTRACT NO. #4043	LEASE INFORMATION FOUND BY BIA

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DATE	TYPE OF DOCUMENT	FROM	ADDRESSEE	DOCUMENT CONTENT	COMMENTS
NO DATE	COMPILED LIST			EAST POLAR FIELD WELL HISTORIES T28N, R51E	GENERATED BY U.S. EPA
NO DATE	DATA			PHYSICAL PROPERTIES AND MAJOR ION CONCENTRATIONS IN WATER SAMPLES COLLECTED FROM PRIVATELY OWNED WELLS IN E.P. OIL FIELD, FT. PECK, N.E. MT	LEASE INFORMATION FOUND BY BIA
NO DATE	MAP	FT. PECK TRIBES		EAST POPLAR UNIT T 28 N, R 51 E	TRIBAL LAND, ALLOTTED LAND, FEE LAND, LEASE INFO
NO DATE	MAP	FT. PECK TRIBES		EAST POPLAR UNIT T 28 N, R 51 E;	HOMESITES
NO DATE	MAP	FT. PECK TRIBES		EAST POPLAR UNIT T 28 N, R 51 E; T 29 N, R 51 E	HOMESITES
NO DATE	N/A			ENERGY LAB COST ESTIMATE TO EPA FOR SAMPLE ANALYSIS	
NO DATE	OIL & GAS MINING LEASE			U.S.D.O.I. BUREAU OF INDIAN AFFAIRS 206 31038	LEASE INFORMATION FOUND BY BIA
NO DATE	OIL & GAS MINING LEASE			U.S.D.O.I. BUREAU OF INDIAN AFFAIRS 206 31040	LEASE INFORMATION FOUND BY BIA
NO DATE	OIL & GAS MINING LEASE			U.S.D.O.I. BUREAU OF INDIAN AFFAIRS 206 31168	LEASE INFORMATION FOUND BY BIA
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		ALTAIR-CANADA 1959 #1	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		ALTAIR OIL AND GAS CO.	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		AMARCO RESOURCES CORP	
NO DATE	REPORT	KANSAS SECRETARY OF STATE CORPORATE RECORD		AMARCO RESOURCES CORP	
NO DATE	REPORT	KANSAS SECRETARY OF STATE CORPORATE RECORD		AMARCO RESOURCES CORP	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		BESTWAY RENTAL INC.	
NO DATE	REPORT	FLORIDA SECRETARY OF STATE CORPORATE RECORD		BG&OCO MANAGEMENT CO	
NO DATE	REPORT	KANSAS SECRETARY OF STATE CORPORATE RECORD		BG&OCO MANAGEMENT CO	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		BG&OCO MANAGEMENT CO	
NO DATE	REPORT	MINNESOTA SECRETARY OF STATE CORPORATE RECORD		BG&OCO MANAGEMENT CO	
NO DATE	REPORT	LOUISIANA SECRETARY OF STATE CORPORATE RECORD		BG&OCO MANAGEMENT CO	
NO DATE	REPORT	OHIO SECRETARY OF STATE CORPORATE RECORD		BG&OCO MANAGEMENT CO	
NO DATE	REPORT	NEVADA SECRETARY OF STATE CORPORATE RECORD		BLACK MESA PETROLEUM INC.	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		BSE PROPERTIES INC	

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NO DATE	REPORT	WYOMING SECRETARY OF STATE CORPORATE RECORD		BUTTER GAS AND OIL CO	
NO DATE	REPORT	MISSISSIPPI SECRETARY OF STATE CORPORATE RECORD		CLEARY PETROLEUM CORP	
NO DATE	REPORT	MISSISSIPPI SECRETARY OF STATE CORPORATE RECORD		DAMOCO-MERGER CORP	
NO DATE	REPORT	MISSISSIPPI SECRETARY OF STATE CORPORATE RECORD		DAMSON RESOURCES CORP	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		DAMSON RESOURCES CORP	
NO DATE	REPORT	CALIFORNIA SECRETARY OF STATE CORPORATE RECORD		GRACE 1981 PRIVATE DRILLING PROGRAM	
NO DATE	REPORT	OKLAHOMA SECRETARY OF STATE CORPORATE RECORD		GRACE 1981 PRIVATE DRILLING PROGRAM	
NO DATE	REPORT	LOUISIANA SECRETARY OF STATE CORPORATE RECORD		GRACE 1981 PRIVATE DRILLING PROGRAM	
NO DATE	REPORT	UTAH SECRETARY OF STATE CORPORATE RECORD		GRACE 1981 PRIVATE DRILLING PROGRAM	
NO DATE	REPORT	MICHIGAN CONSUMER AND INDUSTRY SERVICES LTD PARTNERSHIP		GRACE 1981 PRIVATE DRILLING PROGRAM, A LTD PARTNERSHIP	
NO DATE	REPORT	LOUISIANA SECRETARY OF STATE CORPORATE RECORD		GRACE 1982 PRIVATE DRILLING PROGRAM	
NO DATE	REPORT	MICHIGAN CONSUMER AND INDUSTRY SERVICES LTD PARTNERSHIP		GRACE 1982 PRIVATE DRILLING PROGRAM, A LTD PARTNERSHIP	
NO DATE	REPORT	NEW YORK SECRETARY OF STATE CORPORATE RECORD		GRACE PETROLEUM CO INC	
NO DATE	REPORT	ARIZONA SECRETARY OF STATE CORPORATE RECORD		GRACE PETROLEUM CORP	
NO DATE	REPORT	IDAHO SECRETARY OF STATE CORPORATE RECORD		GRACE PETROLEUM CORP	
NO DATE	REPORT	MISSOURI SECRETARY OF STATE CORPORATE RECORD		GRACE PETROLEUM CORP	
NO DATE	REPORT	MASSACHUSETTS SECRETARY OF STATE CORPORATE RECORD		GRACE PETROLEUM CORP	
NO DATE	REPORT	OHIO SECRETARY OF STATE CORPORATE RECORD		GRACE PETROLEUM CORP	
NO DATE	REPORT	FLORIDA SECRETARY OF STATE CORPORATE RECORD		GRACE PETROLEUM CORP	
NO DATE	REPORT	KANSAS SECRETARY OF STATE CORPORATE RECORD		GRACE PETROLEUM CORP	
NO DATE	REPORT	OREGON SECRETARY OF STATE CORPORATE RECORD		GRACE PETROLEUM CORP	
NO DATE	REPORT	MISSISSIPPI SECRETARY OF STATE CORPORATE RECORD		GRACE PETROLEUM CORP	
NO DATE	REPORT	ALASKA SECRETARY OF STATE CORPORATE RECORD		GRACE PETROLEUM CORP	

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NO DATE	REPORT	WEST VIRGINIA SECRETARY OF STATE CORPORATE RECORD		GRACE PETROLEUM CORP	
NO DATE	REPORT	GEORGIA SECRETARY OF STATE CORPORATE RECORD		GRACE PETROLEUM CORP	
NO DATE	REPORT	PENNSYLVANIA SECRETARY OF STATE CORPORATE RECORD		GRACE PETROLEUM INC	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		HUGOTON CAPITAL CORP	
NO DATE	REPORT	WYOMING SECRETARY OF STATE CORPORATE RECORD		JUNIPER PETROLEUM CORP	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		JUNIPER PETROLEUM CORP	
NO DATE	REPORT	OKLAHOMA SECRETARY OF STATE CORPORATE RECORD		JUNIPER PETROLEUM CORP	
NO DATE	REPORT	KENTUCKY SECRETARY OF STATE CORPORATE RECORD		JUNIPER PETROLEUM CORP	
NO DATE	REPORT	UTAH SECRETARY OF STATE CORPORATE RECORD		JUNIPER PETROLEUM CORP	
NO DATE	REPORT	LOUISIANA SECRETARY OF STATE CORPORATE RECORD		JUNIPER PETROLEUM CORP	
NO DATE	REPORT	IDAHO SECRETARY OF STATE CORPORATE RECORD		JUNIPER PETROLEUM CORP	
NO DATE	REPORT	OF STATE CORPORATE RECORD		JUNIPER PETROLEUM CORP	
NO DATE	REPORT	MISSISSIPPI SECRETARY OF STATE CORPORATE RECORD		JUNIPER PETROLEUM CORP	
NO DATE	REPORT	CALIFORNIA SECRETARY OF STATE CORPORATE RECORD		JUNIPER PETROLEUM CORP	
NO DATE	REPORT	NEBRASKA SECRETARY OF STATE CORPORATE RECORD		JUNIPER PETROLEUM CORP	
NO DATE	REPORT	CALIFORNIA SECRETARY OF STATE CORPORATE RECORD		LA MESA ENERGY CROP	
NO DATE	REPORT	OF STATE CORPORATE RECORD		LA MESA PETROLEUM INC	
NO DATE	REPORT	MICHIGAN CONSUMER AND INDUSTRY SERVICES CORPORATE RECORD		MARATHON OIL CO	
NO DATE	REPORT	COLORADO DEPT OF STATE CORPORATE/LTD PARTNERSHIP RECORD		MARATHON OIL CO	
NO DATE	REPORT	OF STATE CORPORATE RECORD		MARATHON OIL CO	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		MESA ASSET CO.	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		MESA INC.	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		MESA OFFSHORE CO.	

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NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		MESA OFFSHORE MANAGEMENT CO.	
NO DATE	REPORT	OF STATE CORPORATE RECORD		MESA PETROLEUM CO.	
NO DATE	REPORT	LOUISIANA SECRETARY OF STATE CORPORATE RECORD		MESA PETROLEUM CO.	
NO DATE	REPORT	OKLAHOMA SECRETARY OF STATE CORPORATE RECORD		MESA PETROLEUM CO.	
NO DATE	REPORT	UTAH SECRETARY OF STATE CORPORATE RECORD		MESA PETROLEUM CO.	
NO DATE	REPORT	KANSAS SECRETARY OF STATE CORPORATE RECORD		MESA PETROLEUM CO.	
NO DATE	REPORT	NEBRASKA SECRETARY OF STATE CORPORATE RECORD		MESA PETROLEUM CO.	
NO DATE	REPORT	MISSISSIPPI SECRETARY OF STATE CORPORATE RECORD		MESA PETROLEUM CO.	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		MESA PETROLEUM CO.	
NO DATE	REPORT	FLORIDA SECRETARY OF STATE CORPORATE RECORD		MESA PETROLEUM CO.	
NO DATE	REPORT	MICHIGAN CONSUMER AND INDUSTRY SERVICES CORPORATE RECORD		MESA PETROLEUM CO.	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		MESA PETROLEUM (NA) CO.	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		MESA TRANSMISSION CO.	
NO DATE	REPORT	IDAHO SECRETARY OF STATE CORPORATE RECORD		MST LIMITED PARTNERSHIP	
NO DATE	REPORT	WYOMING SECRETARY OF STATE CORPORATE RECORD		MTR HOLDING CO	
NO DATE	REPORT	OKLAHOMA SECRETARY OF STATE CORPORATE RECORD		MTR LIMITED PARTNERSHIP	
NO DATE	REPORT	UTAH SECRETARY OF STATE CORPORATE RECORD		MTR LIMITED PARTNERSHIP	
NO DATE	REPORT	WYOMING SECRETARY OF STATE CORPORATE RECORD		MURPHY EXPLORATION AND PRODUCTION CO	
NO DATE	REPORT	NEBRASKA SECRETARY OF STATE CORPORATE RECORD		MURPHY EXPLORATION AND PRODUCTION CO	
NO DATE	REPORT	NORTH CAROLINA SECRETARY OF STATE CORPORATE RECORD		MURPHY EXPLORATION AND PRODUCTION CO	
NO DATE	REPORT	COLORADO DEPT OF STATE CORPORATE/LTD PARTNERSHIP RECORD		MURPHY EXPLORATION AND PRODUCTION CO	
NO DATE	REPORT	MISSISSIPPI SECRETARY OF STATE CORPORATE RECORD		MURPHY EXPLORATION AND PRODUCTION CO	
NO DATE	REPORT	NORTH DAKOTA SECRETARY OF STATE CORPORATE RECORD		MURPHY EXPLORATION AND PRODUCTION CO	

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NO DATE	REPORT	UTAH SECRETARY OF STATE CORPORATE RECORD		MURPHY EXPLORATION AND PRODUCTION CO	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		MURPHY EXPLORATION AND PRODUCTION CO	
NO DATE	REPORT	OF STATE CORPORATE RECORD		MURPHY EXPLORATION AND PRODUCTION CO	
NO DATE	REPORT	IDAHO SECRETARY OF STATE CORPORATE RECORD		MURPHY EXPLORATION AND PRODUCTION CO	
NO DATE	REPORT	ARKANSAS SECRETARY OF STATE CORPORATE RECORD		MURPHY EXPLORATION AND PRODUCTION CO	
NO DATE	REPORT	FLORIDA SECRETARY OF STATE CORPORATE RECORD		MURPHY EXPLORATION AND PRODUCTION CO	
NO DATE	REPORT	ALASKA SECRETARY OF STATE CORPORATE RECORD		MURPHY EXPLORATION AND PRODUCTION CO	
NO DATE	REPORT	LOUISIANA SECRETARY OF STATE CORPORATE RECORD		MURPHY EXPLORATION AND PRODUCTION CO	
NO DATE	REPORT	MONTANA SECRETARY OF STATE CORPORATE RECORD		MURPHY EXPLORATION AND PRODUCTION CO.	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		MURPHY OIL CORP	
NO DATE	REPORT	MARYLAND DEPT OF ASSESSMENTS AND TAXATION CORPORATE RECORD			
NO DATE	REPORT	UTAH SECRETARY OF STATE CORPORATE RECORD		MURPHY OIL USA INC	
NO DATE	REPORT	MINNESOTA SECRETARY OF STATE CORPORATE RECORD		MURPHY OIL USA INC	
NO DATE	REPORT	MONTANA SECRETARY OF STATE CORPORATE RECORD		MURPHY OIL USA INC	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		MURPHY OIL USA INC.	
NO DATE	REPORT	MISSISSIPPI SECRETARY OF STATE CORPORATE RECORD		NATOL CORP	
NO DATE	REPORT	OHIO SECRETARY OF STATE CORPORATE RECORD		NATOL CORP	
NO DATE	REPORT	MISSISSIPPI SECRETARY OF STATE CORPORATE RECORD		NATOL PETROLEUM CORP	
NO DATE	REPORT	MISSISSIPPI SECRETARY OF STATE CORPORATE RECORD		NATOL PETROLEUM CORP	
NO DATE	REPORT	MISSISSIPPI SECRETARY OF STATE CORPORATE RECORD		NATOL PETROLEUM CORP	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		NATOL PETROLEUM CORP	
NO DATE	REPORT	LOUISIANA SECRETARY OF STATE CORPORATE RECORD		NATOL PETROLEUM CORP	
NO DATE	REPORT	OF STATE CORPORATE RECORD		NATOL PETROLEUM CORP	
NO DATE	REPORT	FLORIDA SECRETARY OF STATE CORPORATE RECORD		NATOL PETROLEUM CORP	

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DATE	TYPE OF DOCUMENT	FROM	ADDRESSEE	DOCUMENT CONTENT	COMMENTS
NO DATE	REPORT			NEW MEXICO SEC. OF STATE CORPORATE RECORD RE: AMANO RESOURCE CORP	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		PARKER AND PARSLEY 1994 DIRECT INVESTMENT PROGRAM, LTD.	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		PARKER AND PARSLEY 81-I LTD.	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		PARKER AND PARSLEY 81-II LTD.	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		PARKER AND PARSLEY 82-I LTD.	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		PARKER AND PARSLEY 82-II LTD.	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		PARKER AND PARSLEY 82-III LTD.	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		PARKER AND PARSLEY 83-B LTD.	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		PARKER AND PARSLEY 84-B LTD.	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		PARKER AND PARSLEY 85-A LTD.	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		PARKER AND PARSLEY 85-B LTD.	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		PARKER AND PARSLEY 86-A LTD.	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		PARKER AND PARSLEY 86-B LTD.	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		PARKER AND PARSLEY 86-C LTD.	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		PARKER AND PARSLEY 87-A CONV. LTD.	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		PARKER AND PARSLEY 87-A LTD.	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		PARKER AND PARSLEY 87-B CONV. LTD.	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		PARKER AND PARSLEY 87-B LTD.	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		PARKER AND PARSLEY DEVELOPMENT LP	
NO DATE	REPORT	COLORADO DEPT. OF STATE, CORP/LTD PARTNERSHIP RECORD		PARKER AND PARSLEY ENERGY TRADING CO.	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		PARKER AND PARSLEY ENERGY TRADING CO.	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		PARKER AND PARSLEY GAS PROCESSING CO.	
NO DATE	REPORT	MARYLAND DEPT. OF ASSESSMENTS AND TAXATION CORPORATE RECORD		PARKER AND PARSLEY PETROLEUM USA INC	

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NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		PARKER AND PARSLEY PETROLEUM USA INC	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		PARKER AND PARSLEY PRIVATE INVESTMENT 86 LTD.	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		PARKER AND PARSLEY PRIVATE INVESTMENT 87 LTD.	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		PARKER AND PARSLEY PRIVATE INVETMENT 85-A LTD	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		PARKER AND PARSLEY PRODUCING PROPERTIES 87-B LTD	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		PARKER AND PARSLEY PRODUCING PROPERTIES 87-A LTD.	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		PARKER AND PARSLEY SELECTED 85 PRIVATE INVESTMENT LTD.	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		PARKER AND PARSLEY USA INC.	
NO DATE	REPORT	UTAH SECRETARY OF STATE CORPORATE RECORD		PIONEER EXPLORATION	
NO DATE	REPORT	MINNESOTA SECRETARY OF STATE CORPORATE RECORD		PIONEER EXPLORATION AND MINING CO.	
NO DATE	REPORT	COLORADO DEPT OF STATE CORPORATE/LTD			
NO DATE	REPORT	PARNERSHIP RECORD		PIONEER EXPLORATION CO.	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		PIONEER EXPLORATION CO.	
NO DATE	REPORT	WYOMING SECRETARY OF STATE CORPORATE RECORD		PIONEER EXPLORATION CO.	
NO DATE	REPORT	KANSAS SECRETARY OF STATE CORPORATE RECORD		PIONEER EXPLORATION CO.	
NO DATE	REPORT	CALIFORNIA SECRETARY OF STATE CORPORATE RECORD		PIONEER EXPLORATION CO.	
NO DATE	REPORT	MICHIGAN CONSUMER AND INDUSTRY SERVICES CORPORATE RECORD		PIONEER EXPLORATION INC	
NO DATE	REPORT	MARYLAND DEPT. OF ASSESSMENTS AND TAXATION CR		PIONEER EXPLORATION INC.	
NO DATE	REPORT	WYOMING SECRETARY OF STATE CORPORATE RECORD		PIONEER EXPLORATON INC.	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		PIONEER NATURAL RESOURCES	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		PIONEER NATURAL RESOURCES CO.	
NO DATE	REPORT	LOUISIANA SECRETARY OF STATE CORPORATE RECORD		PIONEER NATURAL RESOURCES INC	
NO DATE	REPORT	OKLAHOMA SECRETARY OF STATE CORPORATE RECORD		PIONEER NATURAL RESOURCES USA INC	
NO DATE	REPORT	NORTH DAKOTA SECRETARY OF STATE CORPORATE RECORD		PIONEER NATURAL RESOURCES USA INC	

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NO DATE	REPORT	ILLINOIS SECRETARY OF STATE CORPORATE RECORD		PIONEER NATURAL RESOURCES USA INC	
NO DATE	REPORT	OHIO SECRETARY OF STATE CORPORATE RECORD		PIONEER NATURAL RESOURCES USA INC	
NO DATE	REPORT	WYOMING SECRETARY OF STATE CORPORATE RECORD		PIONEER NATURAL RESOURCES USA INC	
NO DATE	REPORT	KANSAS SECRETARY OF STATE CORPORATE RECORD		PIONEER NATURAL RESOURCES USA INC	
NO DATE	REPORT	ARIZONA SECRETARY OF STATE CORPORATE RECORD		PIONEER NATURAL RESOURCES USA INC	
NO DATE	REPORT	WEST VIRGINIA SECRETARY OF STATE CORPORATE RECORD		PIONEER NATURAL RESOURCES USA INC	
NO DATE	REPORT	TENNESSEE SECRETARY OF STATE CORPORATE RECORD		PIONEER NATURAL RESOURCES USA INC	
NO DATE	REPORT	MICHIGAN SECRETARY OF STATE CORPORATE RECORD		PIONEER NATURAL RESOURCES USA INC	
NO DATE	REPORT	MONTANA SECRETARY OF STATE CORPORATE RECORD		PIONEER NATURAL RESOURCES USA INC	
NO DATE	REPORT	COLORADO SECRETARY OF STATE CORPORATE RECORD		PIONEER NATURAL RESOURCES USA INC	
NO DATE	REPORT	KENTUCKY SECRETARY OF STATE CORPORATE RECORD		PIONEER NATURAL RESOURCES USA INC	
NO DATE	REPORT	CALIFORNIA SECRETARY OF STATE CORPORATE RECORD		PIONEER NATURAL RESOURCES USA INC.	
NO DATE	REPORT	OF STATE CORPORATE RECORD		PIONEER NATURAL RESOURCES USA INC.	
NO DATE	REPORT	UTAH SECRETARY OF STATE CORPORATE RECORD		PUBCO PETROLEUM CORP	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		PUBCO PETROLEUM CORP	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		PUBCO CANADIAN PETROLEUM CORP	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		PUBCO CANADIAN PETROLEUM CORP	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		RANDALL COUNTY FEED YARD INC	
NO DATE	REPORT	LOUISIANA SECRETARY OF STATE CORPORATE RECORD		RESOLUTION ENGINEERING AND DEVELOPMENT CO.	
NO DATE	REPORT	WYOMING SECRETARY OF STATE CORPORATE RECORD		SAMSON HYDROCARBONS CO	
NO DATE	REPORT	MISSISSIPPI SECRETARY OF STATE CORPORATE RECORD		SAMSON HYDROCARBONS CO	
NO DATE	REPORT	MICHIGAN CONSUMER AND INDUSTRY SERVICES LTD PARTNERSHIP		SAMSON HYDROCARBONS CO	
NO DATE	REPORT	OF STATE CORPORATE RECORD		SAMSON HYDROCARBONS CO	

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DATE	TYPE OF DOCUMENT	FROM	ADDRESSEE	DOCUMENT CONTENT	COMMENTS
NO DATE	REPORT	CALIFORNIA SECRETARY OF STATE CORPORATE RECORD		SAMSON HYDROCARBONS CO	
NO DATE	REPORT	MONTANA SECRETARY OF STATE CORPORATE RECORD		TENNECO COAL CO.	
NO DATE	REPORT	MONTANA SECRETARY OF STATE CORPORATE RECORD		TENNECO INC.	
NO DATE	REPORT	MONTANA SECRETARY OF STATE CORPORATE RECORD		TENNECO OIL CO.	
NO DATE	REPORT	MONTANA SECRETARY OF STATE CORPORATE RECORD		TEXAS OIL AND GAS CORP	
NO DATE	REPORT			TEXAS SEC. OF STATE CORPORATE RECORD RE: MESA PETROLEUM CO.	
		BY STEVEN CRAIG & JOANNA THANKEU.S. GEOLOGICAL SURVEY		THE EFFECTS OF OILFIELD BRINES ON AQUIFERS "BRINE DISPOSAL IN THE EAST POPLAR OIL FIELD, FT PECK INDIAN RESERVATION, NE MONTANA	
NO DATE	REPORT	KANSAS SECRETARY OF STATE CORPORATE RECORD		THE MESA PETROLEUM CO INC.	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		THE MESA PETROLEUM CO INC.	
NO DATE	REPORT	NEBRASKA SECRETARY OF STATE CORPORATE RECORD		TXO CORP	
NO DATE	REPORT	OF STATE CORPORATE RECORD		TXO CORP	
NO DATE	REPORT	WEST VIRGINIA SECRETARY OF STATE CORPORATE RECORD		TXO CORP	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		TXO PRODUCING PROPERITES CORP	
NO DATE	REPORT	PENNSYLVANIA DEPT OF STATE CR		TXO PRODUCTION CORP	
NO DATE	REPORT	LOUISIANA SECRETARY OF STATE CORPORATE RECORD		TXO PRODUCTION CORP	
NO DATE	REPORT	KENTUCKY SECRETARY OF STATE CORPORATE RECORD		TXO PRODUCTION CORP	
NO DATE	REPORT	VIRGINIA SECRETARY OF STATE CORPORATE RECORD		TXO PRODUCTION CORP	
NO DATE	REPORT	KANSAS SECRETARY OF STATE CORPORATE RECORD		TXO PRODUCTION CORP	
NO DATE	REPORT	OREGON SECRETARY OF STATE CORPORATE RECORD		TXO PRODUCTION CORP	
NO DATE	REPORT	NORTH DAKOTA SECRETARY OF STATE CORPORATE RECORD		TXO PRODUCTION CORP	
NO DATE	REPORT	ARKANSAS SECRETARY OF STATE CORPORATE RECORD		TXO PRODUCTION CORP	
NO DATE	REPORT	CALIFORNIA SECRETARY OF STATE CORPORATE RECORD		TXO PRODUCTION CORP	

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NO DATE	REPORT	SOUTH DAKOTA SECRETARY OF STATE CORPORATE RECORD		TXO PRODUCTION CORP	
NO DATE	REPORT	OHIO SECRETARY OF STATE CORPORATE RECORD		TXO PRODUCTION CORP	
NO DATE	REPORT	FLORIDA SECRETARY OF STATE CORPORATE RECORD		TXO PRODUCTION CORP	
NO DATE	REPORT	OKLAHOMA SECRETARY OF STATE CORPORATE RECORD		TXO PRODUCTION CORP	
NO DATE	REPORT	ILLINOIS SECRETARY OF STATE CORPORATE RECORD		TXO PRODUCTION CORP	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		TXO PRODUCTION CORP	
NO DATE	REPORT	INDIANA SECRETARY OF STATE CORPORATE RECORD		TXO PRODUCTION CORP	
NO DATE	REPORT	WYOMING SECRETARY OF STATE CORPORATE RECORD		TXO PRODUCTION CORP	
NO DATE	REPORT	MISSISSIPPI SECRETARY OF STATE CORPORATE RECORD		TXO PRODUCTION CORP	
NO DATE	REPORT	UTAH SECRETARY OF STATE CORPORATE RECORD		TXO PRODUCTION CORP	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		WESTDALE WELL SERVICE INC.	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		WESTPAN NGL CO. EAST POPLAR FIELD WELL DESCRIPTIONS	GENERATED BY U.S. EPA
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		PARKER AND PARSLEY 83-A LTD.	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		PIONEER EXPLORATION CO.	
NO DATE	REPORT	LOUISIANA SECRETARY OF STATE CORPORATE RECORD		PIONEER EXPLORATION CO.	
NO DATE	REPORT	OKLAHOMA SECRETARY OF STATE CORPORATE RECORD		PIONEER EXPLORATION CO.	
NO DATE	REPORT	WISCONSIN SECRETARY OF STATE CORPORATE RECORD		PIONEER EXPLORATION INC.	
NO DATE	REPORT	KENTUCKY SECRETARY OF STATE CORPORATE RECORD		PIONEER EXPLORATION INC.	
NO DATE	REPORT	TEXAS SECRETARY OF STATE CORPORATE RECORD		PIONEER EXPLORATION INC.	
NO DATE	REPORT	KANSAS SECRETARY OF STATE CORPORATE RECORD		PIONEER NATURAL RESOURCES CO. 3-G WELL - WELL LOG, SUNDRY NOTICES, P&A REPORT	T28N, R51E, S23
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VARIOUS DATES	WELL FILES			ALLOTIED #1-21 WELL - WELL COMPLETION, SUNDRY NOTICES	T28N, R51E, S21

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VARIOUS DATES	WELL FILES			BLM #61 WELL - WELL COMPLETION, SUNDRY NOTICES, P&A REPORT	T28N, R51E, S12
VARIOUS DATES	WELL FILES			BUCKLES "A" #1 WELL - WELL COMPLETION, P&A REPORT	T28N, R51E, S22
VARIOUS DATES	WELL FILES			BUCKLES "B" #1 WELL - SUNDRY NOTICE, P&A REPORT	T28N, R51E, S22
VARIOUS DATES	WELL FILES			BUCKLES "SWD" #1 WELL - WELL COMPLETION, SUNDRY NOTICES, P&A REPORT	T28N, R51E, S22
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VARIOUS DATES	WELL FILES			EPU ALLOTTED #1-37 (#76) WELL - COMPLETION REPORT, SUNDRY NOTICE	T28N, R51E, S1
VARIOUS DATES	WELL FILES			EPU ALLOTTED #72 WELL - WELL COMPLETION, P&A REPORT	T28N, R51E, S22
VARIOUS DATES	WELL FILES			EPU #1 WELL - COMPLETION REPORT, SUNDRY NOTICE	T28N, R51E, S2
VARIOUS DATES	WELL FILES			EPU #100 WELL - WELL COMPLETION, SUNDRY NOTICES	T28N, R51E, S11
VARIOUS DATES	WELL FILES			EPU #101 WELL - WELL COMPLETION, SUNDRY NOTICES	T28N, R51E, S14
VARIOUS DATES	WELL FILES			EPU #104 WELL - WELL COMPLETION, SUNDRY NOTICES	T28N, R51E, S14
VARIOUS DATES	WELL FILES			EPU #11 WELL - WELL COMPLETION, SUNDRY NOTICE	T28N, R51E, S10
VARIOUS DATES	WELL FILES			EPU #110X WELL - WELL COMPLETION, SUNDRY NOTICES	T28N, R51E, S10
VARIOUS DATES	WELL FILES			EPU #116 WELL - COMPLETION REPORT	T28N, R51E, S2
VARIOUS DATES	WELL FILES			EPU #12 WELL - WELL COMPLETION, SUNDRY NOTICES	T28N, R51E, S3
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VARIOUS DATES	WELL FILES			EPU #17 WELL - SUNDRY NOTICES, NOTICE OF INTENT TO P&A	T28N, R51E, S2
VARIOUS DATES	WELL FILES			EPU #17 WELL - WELL COMPLETION, SUNDRY NOTICES, P&A PROPOSAL	T28N, R51E, S22
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VARIOUS DATES	WELL FILES			EPU #59 WELL - WELL COMPLETION, SUNDRY NOTICES, NOTICE OF INTENT TO P&A	T28N, R51E, S4
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VARIOUS DATES	WELL FILES			EPU #68 WELL - WELL COMPLETION, SUNDRY NOTICES	T28N, R51E, S11
VARIOUS DATES	WELL FILES			EPU #7 WELL - WELL COMPLETION, SUNDRY NOTICES	T28N, R51E, S11
VARIOUS DATES	WELL FILES			EPU #74 WELL - WELL COMPLETION, SUNDRY NOTICES, P&A REPORT	T28N, R51E, S13
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VARIOUS DATES	WELL FILES			HUBER #1 WELL - WELL COMPLETION	T28N, R51E, S16

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DATE	TYPE OF DOCUMENT	FROM	ADDRESSEE	DOCUMENT CONTENT	COMMENTS
VARIOUS DATES	WELL FILES			HUBER #1 WELL - WELL COMPLETION	T28N, R51E, S10
VARIOUS DATES	WELL FILES			HUBER #2 WELL - WELL COMPLETION, SUNDRY NOTICE	T28N, R51E, S10
VARIOUS DATES	WELL FILES			HUBER #3 WELL - WELL COMPLETION, SUNDRY NOTICE	T28N, R51E, S10
VARIOUS DATES	WELL FILES			HUBER #4-A WELL - WELL COMPLETION, SUNDRY NOTICES, NOTICE OF LEAKING WELL	T28N, R51E, S10
VARIOUS DATES	WELL FILES			HUBER #4 WELL - WELL COMPLETION, SUNDRY NOTICES, INTENT TO P&A, NOTICE OF LEAKING WELL	T28N, R51E, S10
VARIOUS DATES	WELL FILES			HUBER #5 WELL - WELL COMPLETION, SUNDRY NOTICES	T28N, R51E, S10
VARIOUS DATES	WELL FILES			LOCKMAN #1 WELL - WELL COMPLETION, SUNDRY NOTICE	T28N, R51E, S35
VARIOUS DATES	WELL FILES			MAPCO PROD. #3-34 WELL - INDIVIDUAL WELL RECORD	T28N, R51E, S34
VARIOUS DATES	WELL FILES			SIoux #1-26 WELL - WELL COMPLETION, SUNDRY NOTICES, P&A REPORT	T28N, R51E, S26

EPA
SDWA-8-99-68IN THE UNITED STATES COURT OF APPEALS
FOR THE SECOND CIRCUITReceived
Office of Enforcement

APR - 4 2000

Compliance & Env. Justice

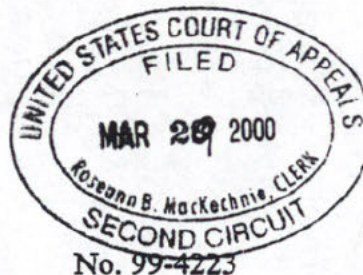
W.R. GRACE & CO. - CONN.,

Petitioner,

v.

UNITED STATES ENVIRONMENTAL
PROTECTION AGENCY,

Respondent.

STIPULATION

The undersigned duly stipulate that the above-captioned appeal is hereby withdrawn without costs, without attorneys' fees, and without prejudice, subject to reinstatement by written notice to the Clerk of this Court by September 22, 2000. If not then reinstated, this Appeal shall be deemed withdrawn with prejudice.

Respectfully submitted,

Joshua Levin
Attorney for Respondent
U.S. Department of Justice
601 D Street, N.W.
Suite 8000
Washington, D.C. 20004 20530
(202) 514-4198

Christopher H. Marraro
Attorney for Petitioner
Wallace King Marraro & Branson
1050 Thomas Jefferson Blvd.
Suite 500
Washington, DC 20007
(202) 204-1000

USE:
P.O.

BOX 22086, Wash DC 20026-3986

A TRUE COPY

ROSEANN B. MacKECHNIE, Clerk

By:

Deputy Clerk

FOR THE COURT

Roseann B. MacKechnie, Clerk of Court

By

Frank J. Scardilli, Staff Counsel

MAR 29 2000

Certified:



UNITED STATES COURT OF APPEALS
FOR THE SECOND CIRCUIT

Frank J. Scardilli
Senior Staff Counsel
(212) 857-8760

W.R. Grace & Co. v. EPA

99-4223

TELEPHONIC PRE-ARGUMENT CONFERENCE NOTICE AND ORDER

For the convenience of out-of-town counsel, a telephonic PRE-ARGUMENT CONFERENCE has been scheduled for Thurs. Mar. 23, 2000 at 2:30 p.m.. The conference should be initiated by appellant's counsel, who should first have all appellees' counsel on the line, and then call Staff Counsel at this conference line number: (212) 857-8767

To effectuate the purposes of the Conference, the attorneys in charge of the appeal or proceeding are required to attend and must:

- (1) have full authority to settle or otherwise dispose of the appeal or proceeding;
- (2) be fully prepared to discuss and evaluate seriously the legal merit of each issue on appeal or review;
- (3) be prepared to narrow, eliminate, or clarify issues on appeal when appropriate.

Any other matters which the Staff Counsel determines may aid in the handling or the disposition of the proceedings may be discussed. Counsel may raise any other pertinent matter they wish at the Conference.

* To insure that all parties have received notice of the scheduled pre-argument conference, counsel should confirm with each other the time and place of the conference at least 48 hours prior to the conference.

** Counsel are requested to call (212) 857-8760, upon receipt of this notice, in order to confirm.

Date: 3/8/00

BY: Frank Scardilli/cof
Frank J. Scardilli
Senior Staff Counsel

Received
Office of Enforcement

MAR 14 2000

Compliance & Env. Justice

Nathan Wiser, Esq.
Office of Regional Counsel
U.S. Environmental Protection Agency
Suite 500
999 18th Street
Region 8
Denver, CO 80202-2466

Received
Office of Enforcement

FEB 23 2000

Compliance & Env. Justice

EPA
SDWA-8-99-68

MANDATE

IN THE UNITED STATES COURT OF APPEALS FOR THE SECOND CIRCUIT

W.R. GRACE & CO. - CONN.,

Petitioner,

v.

UNITED STATES ENVIRONMENTAL
PROTECTION AGENCY,

Respondent.



No. 99-4223

STIPULATION OF DISMISSAL

The undersigned hereby stipulate that the above-captioned appeal is hereby withdrawn without costs and attorneys fees pursuant to rule 42(b) of the Federal Rules of Appellate Procedure.

Respectfully submitted,

For Petitioner:

By:

Christopher H. Marraro
Christopher H. Marraro
Wallace King Marraro & Branson PLLC
1050 Thomas Jefferson Blvd.
Suite 500
Washington, D.C. 20007
(202) 204-1000

For Respondent:

By:

Joshua M. Levin
Joshua Levin
U.S. Department of Justice
601 D Street, N.W.
Suite 8000
Washington, DC 20004
(202) 514-4198

Dated: December 7, 2000

FOR THE COURT
Roseann B. MacKechnie, Clerk of Court
By *Frank J. Scardilli*
Frank J. Scardilli, S

A TRUE COPY
Roseann B. MacKechnie, Clerk
By *Cornelia M. Steel*
Deputy Clerk

ISSUED AS MANDATE:

DEC 18 2000

Received
Office of Enforcement
DEC 22 2000
Compliance & Env. Justice

Nathan Wiser, Esq.
Office of Regional Counsel
U.S. Environmental Protection Agency
Suite 500
999 18th Street
Region 8
Denver, CO 80202-2466



U.S. Department of Justice

Environment and Natural Resources Division

LJG:JML

90-5-1-7-05888

Environmental Defense Section

P.O. Box 23986

Washington, DC 20026-3986

Telephone (202) 514-4198

Facsimile (202) 514-8865

December 4, 2000

VIA FACSIMILE AND FIRST-CLASS MAIL

Mr. Frank J. Scardelli, Esq.
Senior Staff Counsel
United States Court of Appeals
for the Second Circuit
40 Foley Square
New York, NY 10007
(212) 857-8756 (fax)

Re: W.R. Grace v. EPA, No. 99-4223 (2nd Cir.)

Dear Mr. Scardelli:

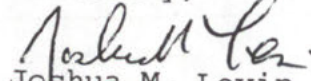
Pursuant to our telephonic status conference earlier today, this letter is sent to confirm that the parties to this matter intend to file, this week, a stipulation of dismissal pursuant to Federal Rule of Appellate Procedure 42(b).

In a telephonic conference with you November 8, 2000, the Court set a date of December 5, 2000, for the United States to file a certified index of material comprising the administrative record relevant to this matter. Pursuant to our conference earlier today, this letter confirms the United States' understanding that in light of the parties' anticipated settlement, the United States shall not be held in default arising out of any technical failure to file its certified index by the previously-designated date.

Please call me if you have any questions or comments. The parties greatly appreciate your ongoing courtesies and assistance in this matter.

Letter to the Hon. Frank J. Scardelli
December 4, 2000
Page Two

Sincerely,



Joshua M. Levin
Trial Attorney
United States Department of Justice
Environment & Natural Resources
Division
Environmental Defense Section
(202) 514-4198

Counsel for the Respondent

cc: Steven Moores, Esq.
Jim Eppers, Esq.
Christopher Marraro, Esq.



U.S. Department of Justice

Environment and Natural Resources Division

LJG:JML
90-5-1-7-05888

Environmental Defense Section
P.O. Box 23986
Washington, DC 20026-3986

Telephone (202) 514-4198
Facsimile (202) 514-8865

December 5, 2000

VIA FEDERAL EXPRESS

Mr. Frank J. Scardelli, Esq.
Senior Staff Counsel
United States Court of Appeals
for the Second Circuit
40 Foley Square
Room 622
New York, NY 10007
(212) 857-8760 (tel)

Re: W.R. Grace v. EPA, No. 99-4223 (2nd Cir.)

Dear Mr. Scardelli:

Pursuant to your request, enclosed please find a copy of the parties' joint Rule 42(b) stipulation of dismissal in the above-named matter.

Please call me if you have any questions or comments. The parties greatly appreciate your ongoing courtesies and assistance in this matter.

Sincerely,

Joshua M. Levin
Trial Attorney
United States Department of Justice
Environment & Natural Resources
Division
Environmental Defense Section
(202) 514-4198

Counsel for the Respondent

cc: Steven Moores, Esq.
Jim Eppers, Esq.
Christopher Marraro, Esq.